

	Northwestern Band of the Shoshone Nation Housing Services	
	<b>Policy &amp; Procedures Manual</b> <b>Conflicts of Interest Policy</b>	
	Revision Number & Date Version Number 2 – 13 February 2024	Document Control Number NWBSN HS-PM-CI-002

## CONFLICTS OF INTEREST POLICY

### 1. Purpose

The purpose of the Conflicts of Interest Policy is to ensure that the deliberations and decisions of the Northwestern Band of the Shoshone Nation (herein NWBSN) and the Northwestern Band of the Shoshone Nation Housing Services (herein NWBSNHS) are made in the interests of the Tribal community as a whole, and to protect the interests (financial and otherwise) of the Northwestern Band of the Shoshone Nation and NWBSNHS when it is contemplating entering into a transaction, contract, or arrangement that might benefit the private interest of an Interested Director, Officer or Person (as defined below). An Interested Director, Officer or Person may not use his or her position with respect to the NWBSN and/or NWBSNHS, or confidential corporate information obtained by himself or herself or for a third person, including another non-profit or charitable organization. This policy is intended to supplement, but not replace any applicable laws governing conflicts of interest in non-profit and charitable Corporations.

### 2. Definitions

2.1. Compensation: “Compensation” includes direct and indirect remuneration, as well as gifts or favors that are substantial in nature.

2.2. Family: The “Family” of any individual shall include Immediate Family Members, as defined by HUD to include “First-degree” relationships. First-degree relationships for the purpose of this policy will include include father, mother, son, daughter, brother, sister, husband, wife, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, stepfather, stepmother, stepson, stepdaughter, stepbrother, stepsister, half-brother or half-sister, and any member of the immediately household.

*See attached Table of Consanguinity.*

2.3. Financial Interest: A person has a “Financial Interest” if the person has, directly or indirectly, through business investment or family:

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2.3.1. An existing or potential ownership or investment interest in any entity with which the NWBSN or NWBSNHS has a transaction, contract, or other arrangement, or

2.3.2. A compensation arrangement with the NWBSN and/or NWBSNHS or with any entity or individual with which the NWBSN and/or NWBSNHS has a transaction, contract, or other arrangement, or

2.3.3. An existing or potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the NWBSN and/or NWBSNHS is negotiating a transaction, contract, or other arrangement, or

2.3.4. An existing or potential ownership or investment interest in, or compensation arrangement with, any entity whose business or operation has been or will be directly affected by a decision or action of the NWBSN and/or NWBSNHS.

2.4. Interested Director: “Interested Director” shall mean any Director of the NWBSN and/or NWBSNHS who has a material financial interest, as defined above, or who serves as a Director or Officer of any entity with which the NWBSN and/or NWBSNHS has a transaction, contract, or other arrangement.

2.5. Interested Officer: “Interested Officer” shall mean any Officer who has a material financial interest, as defined above, or who serves as a Director or Officer of any entity with which the NWBSN and/or NWBSNHS has a transaction, contract, or other arrangement. For purposes of this policy, Tribal Council Members, NWBSN Employees, Housing Board Members shall be treated as an Officer.

2.6. Interested Person: “Interested Person” shall mean either:

2.6.1. Any person currently being compensated by the NWBSN and/or NWBSNHS for services rendered to it within the previous 12 months, whether as a full or part-time employee, stipend employee, 1099 contractor, independent contractor, or otherwise, or

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2.6.2. Any person whose family member, as defined in Section 2.2 is currently being compensated by the NWBSN and/or NWBSNHS for services rendered to it within the previous 12 months, whether as a full or part-time employee, stipend employee, 1099 contractor, independent contractor, or otherwise.

### **3. Annual Statement**

3.1. The Tribal Council, Tribal Executive Branch, Housing Director, and Housing Services Board shall require a statement from each Director and Officer, not less frequently than once a year, setting forth all business and other affiliations, which relate in any way to the business and other activities of the NWBSN and/or NWBSNHS.

### **4. Duty to Abstain**

4.1. Any Director shall disclose to the Tribal Council, Tribal Executive Branch, Housing Director and Housing Services Board, prior to any vote and/or discussion on any issue, a potential Conflict of Interest.

4.2. No Director shall vote on any matter in which he/she or family member has a material and/or direct financial interest that will be affected by the outcomes of the vote.

4.3. In the event of such an abstention, the abstaining Director shall state the reason for the abstention, which shall be noted in the minutes of the Tribal Council or Housing Board.

### **5. Disclosure by Directors and Officers**

5.1. When requested by the Tribal Council, Tribal Executive Branch or Housing Board (not less frequently than once a year), each Director or Officer shall promptly submit a statement to the appropriate party, as stated above, setting forth all business and other affiliations, which relate in any way to the business and other affiliations of the NWBSN and/or NWBSNHS.

5.2. With respect to any particular matter then pending before the NWBSN and/or NWBSNHS, each Director and Officer shall disclose in their statement any matter

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that could reasonably be considered to make the Director or Officer an “Interested Director” or “Interested Officer”, as defined above.

5.3. With respect to any particular matter then pending before the NWBSN and/or NWBSNHS, each Director and Officer shall disclose in their statement any relationship or other factor that could reasonably be considered to cause the Director or Officer to be considered to be an “Interested Person”, as defined above.

5.4. For the purposes of this section, Directors or Officers of the NWBSN and/or NWBSNHS need not disclose compensation and other benefits paid to the Officer by the NWBSN and/or NWBSNHS pursuant to Housing Board Resolution.

## 6. Disclosure by Supporting Organization

6.1. Members of or participants in Supporting Organization councils must disclose Conflicts of Interest or other financial interests in matters within the scope of the Supporting Organization in the manner required by the Bylaws of the Supporting Organization

## 7. Procedures in Connection with Proposed Transactions and Arrangements

7.1. Scope. This section applies to any proposed transaction, contract, or arrangement in which a Director, Officer or Interested Person has a material financial interest.

7.2. Duty to Disclose. In connection with any actual or possible Conflicts of Interest, an Interested Director or Interested Officer must disclose the existence and nature of his or her material financial interest to the Tribal Council or Housing Services Board prior to the consideration of the proposed transaction, contract, or arrangement by the Council or Board.

7.3. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest, the disinterested members of the Housing Board shall determine whether a conflict of interest exists. Neither the Board nor any Committee of the Board shall vote upon any proposed transaction, contract, or arrangement in connection with which an actual or possible conflict of interest has been disclosed by an Interested Director until the Board has addressed the actual or possible conflict of interest. For matters pending before the full Housing Board or Tribal Council, a

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referral to the remaining Board will not be required where the Interested Director fully discloses to the Board his or her financial interest and abstains from participation in the Board's consideration of the proposed transaction, contract, or arrangement.

#### 7.4. Procedures for Addressing a Conflict of Interest

7.4.1. Where a conflicts matter has been referred to the Board and the Board has concluded that a conflict of interest exists, the Chairman of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction, contract or arrangement.

7.4.2. After exercising due diligence, the Board shall determine whether the NWBSNHS can obtain a more advantageous transaction, contract, or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

7.4.3. If a more advantageous transaction, contract, or other arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board shall determine by a majority vote of the disinterested Directors whether the transaction, contract or arrangement is in the NWBSNHS's best interest and for its own benefit and whether it is fair and reasonable to the NWBSNHS. The NWBSNHS shall then make its decision as to whether to enter into the transaction, contract, or arrangement in conformity with such determination.

### **8. Violations of the Conflicts of Interest Policy**

8.1. If the Housing Board has reasonable cause to believe that a Director or Officer has failed to disclose an actual or possible conflict of interest, it shall inform the involved Director or Officer of the basis for such belief and afford the involved Director or Officer an opportunity to explain the alleged failure to disclose.

8.2. If, after hearing the response of the Director or Officer and making such further investigation as may be warranted in the circumstances, the Housing Board determines that the involved Director or Officer has in fact failed to disclose an actual or possible conflict of interest, it shall consider appropriate disciplinary and corrective action.

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8.3. The violation of this conflicts of interest policy is a serious matter and may constitute “cause” for removal or termination of a Director or Officer, or the termination of any contractual relationship the NWBSNHS may have with an Interested Person or other party.

## 9. Records of Proceedings

9.1. The minutes of the Housing Board shall contain:

- The names of Directors and Officers found to have a material 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; and
- The decision of the Housing Board as to whether a conflict of interest in fact existed.

The minutes shall also contain:

- The names of the person(s) who were present for discussions and votes relating to the actual or potential conflict of interest,
- The content of the discussion; and
- A record of any votes taken in connection therewith.

In connection with a conflict of interest, the minutes of the Board shall contain:

- The names of the person(s) who were present for discussions and votes relating to the transaction or arrangement,
- The content of the discussion, including any alternatives to the proposed transaction or arrangement; and
- A record of any votes taken in connection therewith.

## 10. Compensation Committees

A member of any Committee of the Board, the jurisdiction of which includes compensation matters and received compensation from the NWBSNHS for services, is precluded from voting on matters pertaining to that member’s compensation.

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## 11. Annual Statements

Each Director and Officer shall annually sign a statement which affirms that such person:

- Has received a copy of the Conflicts of Interest Policy.
- Has read and understands the policy.
- Has agreed to comply with the policy.
- Understands that the NWBSNHS is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## 12. Periodic Reviews

The Housing Board shall periodically consider whether and how this Conflicts of Interest Policy should be revised or amended to better meet its objectives.

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**Penalties for Committing Fraud** (Pertaining to Housing Application & Dwelling Lease Agreement)

The United States Department of Housing and Urban Development (HUD) places a high priority on preventing fraud. If your application or recertification forms contain false or incomplete information you may be:

- Evicted from your apartment or house,
- Required to repay all overpaid rental assistance you received,
- Fined up to \$10,000.00,
- Imprisoned for up to 5 years; and/or
- Prohibited from receiving future assistance.

Your Tribal, State and Local Governments may have other laws and penalties.

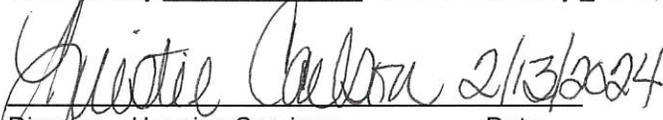
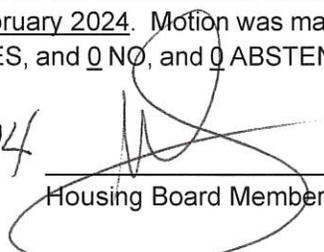
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## REVISION HISTORY

The Conflicts of Interest Policy was adopted by Resolution 2001-12-02 of the Northwestern Band of the Shoshone Nation Housing Authority Board of Commissioners on 28 December 2002. Motion was made by Curtis Warner and seconded by Patricia Martinez. Motion carried by 4 YES and 0 NO, and 1 ABSTENTION.

(See attached Resolution Number 2002-12-02)

The Conflicts of Interest Policy was updated by Vote of the Northwestern Band of the Shoshone Nation Housing Services Board of Commissioners on 13 February 2024. Motion was made by Shane Warner and seconded by Mason Shepherd. Motion carried by 5 YES, and 0 NO, and 0 ABSTENTIONS, and 0 ABSENT.

 Director – Housing Services	<u>2/13/2024</u> Date	 Housing Board Member	<u>2/13/24</u> Date
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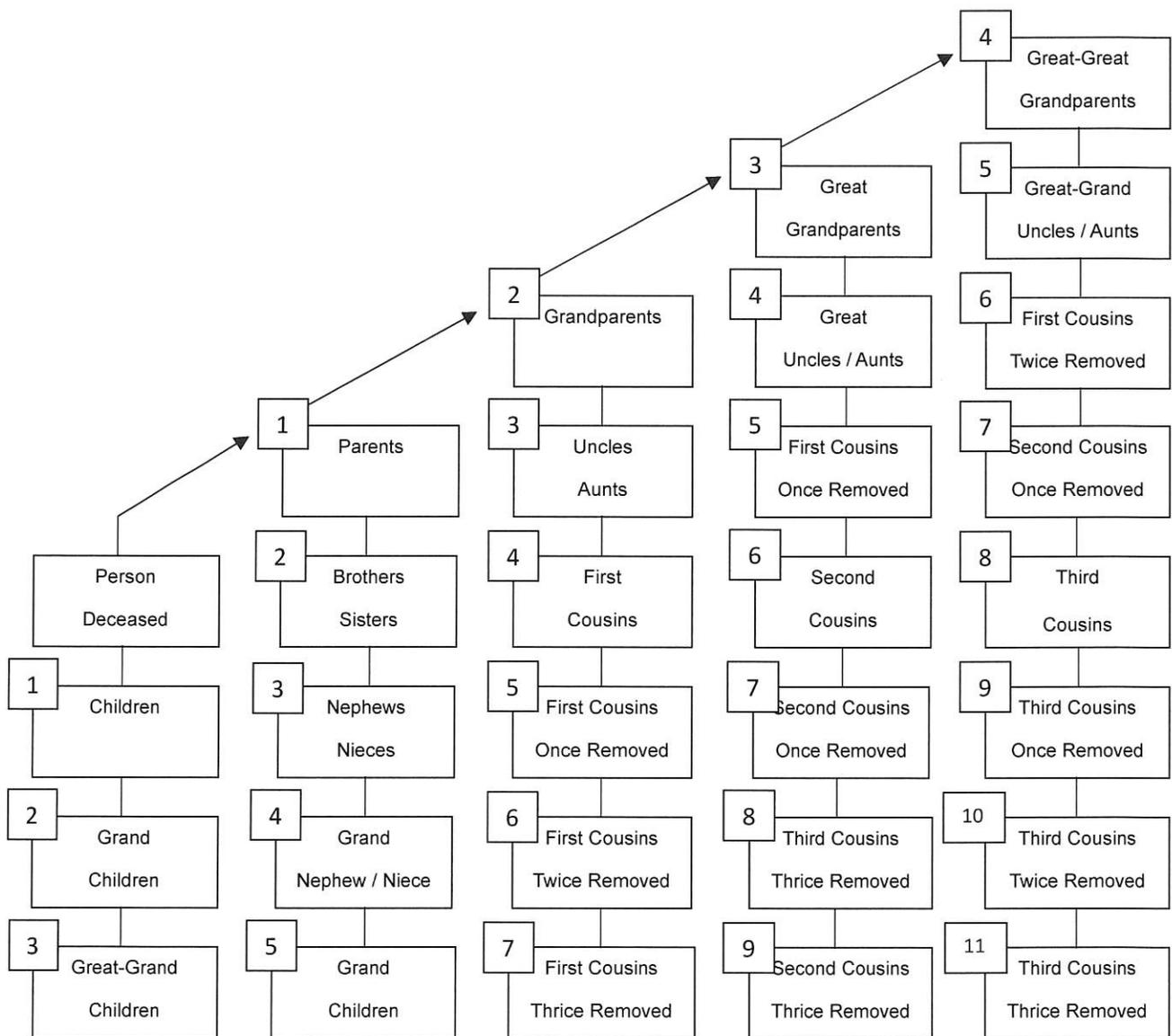
The Conflicts of Interest Policy was further formalized by Resolution 02-16-2024-01 of the Northwestern Band of the Shoshone Nation Tribal Council on 16 February 2024. Motion was made by Shane Warner and seconded by Bradley Parry. Motion carried by 7 YES and 0 NO, and 0 ABSTENTION AND 0 ABSENT.

(See attached Resolution Number 02-16-2024-01)



# Table of Consanguinity

(Descent and Distribution)



Figures Show Degree of Relationship

**RESOLUTION OF THE NORTHWESTERN BAND  
OF SHOSHONE NATION HOUSING AUTHORITY**  
**Resolution Number 2002-12-02**

**Approving a Conflict of Interest Policy for the NWBSN Housing Authority**

At a duly called meeting of the Housing Authority of the Northwestern Band of Shoshone Nation, on December 28, 2002, the following resolution was presented and approved:

**WHEREAS:** The Board of Commissioners is the governing body of the NWBSNHA with the authority to adopt laws and rules to govern the Housing Authority; and

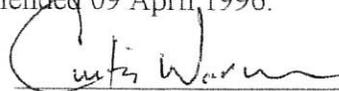
**WHEREAS:** The NWBSN Housing Authority is a tribally designated housing entity delegated with the authority to construct and manage homeownership and rental housing programs and such construction and management requires the adherence to policies and procedures set forth by The Department of Housing and Urban Development; and

**WHEREAS:** The Housing Authority has been presented a Conflict of Interest Policy as prepared by Steve Brooks, the Housing Authority Attorney.

**NOW THEREFORE, BE IT RESOLVED** that the NWBSN Housing Authority hereby approves the Conflict of Interest Policy. ( See Copy Attached)

The authority for this resolution was duly adopted by the Board of Commissioners of the Northwestern Band of Shoshone Nation Housing Authority at a duly called meeting on December 28, 2002, by a vote of 4 in favor (CW, PM, GD, JTW), 1 abstain (EL), 0 opposed, 0 absent, pursuant to the authority contained under Article VI, Section 1 & 2 and Article XI, Section 2 of the Tribal Constitution & By-laws, approved August 24, 1987; Tribal Housing Ordinance, ORD-95-001, Amended 09 April, 1996.

Dated: 12/28/02

  
Curtis Warner, Chairman  
NWBSN Housing Authority

Attest:   
Pat Martinez, Secretary/Treasurer  
NWBSN Housing Authority



Dennis A. Alex  
Chairman

Bradley J. Parry  
Vice Chairman

NORTHWESTERN BAND OF THE SHOSHONE NATION  
2575 Commerce Way  
Ogden, Utah 84401

**RESOLUTION OF  
THE NORTHWESTERN BAND OF THE SHOSHONE NATION  
HOUSING SERVICES**

**Resolution Number 02-16-2024-01**

**Approving a Conflicts of Interest Policy UPDATE for the NWBSN Housing Services.**

At a duly called meeting of the Tribal Council of the Northwestern Band of the Shoshone Nation on **16 February 2024**, the following resolution was presented:

**WHEREAS:** The Tribal Council is the governing body of the NWBSNHS with the authority to adopt laws and rules to govern Housing Services; and

**WHEREAS:** The NWBSN Housing Services is a Tribal Program authorized to manage homeownership and rental housing programs and such management requires the adherence to Policies and Procedures set forth by The Department of Housing and Urban Development; and

**WHEREAS:** The Housing Services Board of Commissioners has received and reviewed an updated Conflicts of Interest Policy at a duly called meeting on 13 February 2024 as prepared by the Housing Services Director and has been approved by vote of a quorum of the Housing Services Board of Commissioners.

**Vote of 5 in favor, 0 opposed, 0 abstentions and 0 absent on 13 February 2024**

**NOW THEREFORE, BE IT RESOLVED** that the NWBSN Tribal Council hereby approves the Conflicts of Interest Policy as reviewed and corrected. (See Attached)



Dennis A. Alex  
Chairman

Bradley J. Parry  
Vice Chairman

**NORTHWESTERN BAND OF THE SHOSHONE NATION**

2575 Commerce Way

Ogden, Utah 84401

Authority for this resolution was duly adopted by the Tribal Council of the Northwestern Band of the Shoshone Nation at a duly called meeting on **16 February 2024**, by a vote of 7 in favor (DA, BP, AM, KH, JW, SW, CW), 0 Opposed, 0 Absent, 0 Abstain; pursuant to the authority contained under Article VI, Section 1 & 2 and Article XI, Section 2 of the Tribal Constitution and By-laws approved August 24, 1987; Tribal Housing Ordinance, ORD-95-001, Amended 09 April 1996.

DATED: 16 February 2024

DENNIS A. ALEX, CHAIRMAN  
CERTIFICATION:

I HEREBY CERTIFY that the foregoing resolution was passed while a quorum of the Tribal Council was present by a vote of # in favor, # opposed, # abstentions on the date this bears.

Alicia Martinez, Secretary