

***Post Retirement Medical Plan & Trust***  
*a single employer plan sponsored by*  
*Truckee Meadows Water Authority*



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**TO:** Board of Trustees of the Post Retirement Medical Plan & Trust  
**FROM:** Nanette Quitt, TMWA Human Resources Manager  
**DATE:** February 08, 2011  
**SUBJECT: Discussion and approval of Trustee Administrative Policy concerning Conflict of Interest and Disclosure**

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**Recommendation**

TMWA staff recommends the Post Retirement Medical Plan and Trust (PRMPT) approve the Conflict of Interest and Disclosure policy.

After approval of the policy, per plan document guidelines, copies of the policy adopted by the Trustees will be provided to each participant and each dependent of a participant.

**Suggested Motion**

The PRMP Trustees move to approve Trust Conflict of Interest Policy, as presented.

**Background**

Per the Post Retirement Medical Plan and Trust plan document, the Trustees shall adopt policies from time to time.

It has been determined that a Trust policy that potential conflicts of interest and disclosure is pertinent and important. This policy outlines procedures to be taken should a trustee disclose a conflict of interest.

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|--|-----------------------|-----------------------|------------------------|
| <b>Subject: Conflict of Interest and Disclosure Policy</b> |                       |                       | <b>COM001</b>          |
| <b>Source:</b>   |                       |                       | <b>Supersedes: N/A</b> |
| <b>Origination Date:</b><br>01/11/2011                     | <b>Revision Date:</b> | <b>Reviewed Date:</b> | <b>Page</b><br>1 of 9  |

## **Post-Retirement Medical Plan & Trust Administrative Policy & Procedure**

### **Purpose:**

The Board of Trustees of The Truckee Meadows Water Authority Post-Retirement Medical Plan and Trust (the "Trust") recognize that honesty, integrity, accountability, responsibility, openness and disclosure of financial relationships and interests are absolutely essential to the administration of the Trust.

The Board of Trustees of the Trust (sometimes referred to as the "Board") deems it necessary and appropriate that the highest standards of ethical behavior, accountability and responsibility be maintained. To achieve this end, the Board has adopted the following Conflict of Interest and Disclosure policy (the "Policy"). The purpose of this Policy is to protect the interests of the Trust and its participants when the Trust is contemplating entering into a transaction or arrangement that might benefit the private interest of a Trustee of the Trust. Even though the Trustees receive no compensation from the Trust for their service, the Board unanimously agrees that, in order to prevent any potential conflict of interest, there should be proper disclosure of those matters concerning potential conflicts that could arise. Full disclosure of any situation in doubt should be made so as to provide for an impartial and objective determination.

### **Definitions:**

For the purposes of this Policy:

- An "interested person" shall mean a Trustee, officer, or member of a Trust committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below.
- An interested person has a "financial interest" if the person has, directly or indirectly, through business, investment or family:
  - (1) An ownership interest or investment interest in any entity with which the Trust has a transaction or arrangement;
  - (2) A compensation arrangement with the Trust or with any entity or individual with which the Trust has a transaction or arrangement; or
  - (3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Trust is negotiating a transaction or arrangement.
- The term "family" means a parent, spouse, sibling, child, grandparent, grandchild, great-grandchild, in-law, or domestic partner of an interested party, or any step relation to an interested person.

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### **Covered Persons:**

This policy applies to the Trust and its Board. Trustees serve the participants of the Trust. All decisions of the Trustees are to be made solely on the basis of a desire to promote the best interests of the Trust and its participants.

Men and women of substance inevitably are involved in the affairs of other organizations. Trustees cannot consist of individuals entirely free from at least perceived conflicts of interest. Although most such potential conflicts are and will be deemed to be inconsequential, it is the Trustees' responsibility to ensure that they are made aware of situations that involve personal, familial, or business relationships that could be troublesome for the Trust. Thus, each Trustee and member of a Trust committee with governing board delegated powers is required to annually sign a statement which affirms that such person:

- Has received a copy of the Policy;
- Has read and understands the Policy;
- Has agreed to comply with the Policy;
- Has agreed to disclose any possible personal, familial, or business relationships that reasonably could give rise to a conflict of interest; and
- Understands that the Trust is exempt from Federal Income taxes and in order to maintain its federal tax exempt status it must engage in activities which accomplish one or more of its tax-exempt purposes.

### **Conflicts:**

#### **1. General Policy Statement Defining Conflicts of Interest.**

In addition to the specific circumstances that may be prohibited by federal or state law, the following situations may constitute an actual or potential conflict of interest:

- An interested person (as defined in Definition Section above) has a direct or indirect financial interest (as defined in Definition Section above) in a transaction involving the Trust;
- An interested person has a material financial interest in a transaction involving the Trust. This includes entities in which the interested person and all individuals or entities having significant relationships with the interested person own, in the aggregate, more than five (5) percent;
- An action by an interested person involving the Trust where the interested person may receive a personal gain or advantage;

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- An action or transaction involving the Trust which has or may have an adverse effect or impact on the Trust and results or may result in the personal gain of an interested person or family member of an interested person;
- An action or transaction involving the Trust, where an interested person obtains or assists in obtaining for a third party an improper gain from, or an unfair advantage, of the Trust; and
- An interested person or family member serves on the governing board of another private or governmental entity or organization which directly or indirectly has oversight over Trust investments.

### **Disclosure and Procedures Relating Thereto:**

#### **1. Duty to Disclose.**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the actual or possible conflict of interest and be given the opportunity to disclose all material facts to the Trustees of the proposed transaction or arrangement, even if such interest, relationship or responsibility has otherwise generally been disclosed to the Trust. In addition, an interested person is required to disclose any adjudication of bankruptcy within the most previous five (5) years.

#### **2. Determining Whether a Conflict of Interest Exists.**

After disclosure of the actual or potential conflict of interest and all other material facts, and after any discussion with the interested person who makes the disclosure, he/she shall leave the Board while the determination of a conflict of interest is discussed and voted upon. The remaining members of the Board shall decide if a conflict of interest exists.

#### **3. Procedures for Addressing the Conflict of Interest.**

- a) An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b) The Chairperson of the Board may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

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- c) After exercising due diligence, the Board shall determine whether the Trust 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 Board shall determine by a majority vote of the disinterested Trustees whether the transaction or arrangement is in the Trust's best interest, for its own benefit, and whether to enter into the transaction or arrangement. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

#### 4. Violations of the Policy.

If the Board or committee has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### 5. Resignation.

In circumstances where an interested person has a significant, ongoing and irreconcilable conflict, and where such personal or outside interest, relationship or responsibility significantly impedes the interested person's ability to carry out his or her fiduciary responsibility to the Trust, resignation from the Trust or termination of the conflicting interest may be appropriate and/or required. Should an ongoing and irreconcilable conflict arise, the Trustees have the authority to remove an interested person from office as a Trustee before the 60 days indicated in the Trust plan document entitled "Removal and Resignation of Trustee."

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- 6. Records of Proceedings.** The minutes of the governing board and all committees with board delegated powers shall contain:
- a) Names of persons who disclosed or had a financial interest.  
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, and the governing board's decision as to whether a conflict of interest in fact existed.
  - b) Names of Persons Present for Discussions.  
The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
- 7. Compensation.**
- a) Trustee Precluded on Voting on own Compensation.  
A Trustee who receives compensation, directly or indirectly, from the Trust for services is precluded from voting on matters pertaining to that member's compensation.
  - b) Committee Member Precluded on Voting on own Compensation.  
A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Trust for services is precluded from voting on matters pertaining to that member's compensation.
  - c) Prohibition from Providing Compensation Information.  
A Trustee or voting member of a committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Trust, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

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### 8. Periodic Reviews.

To ensure the Trust operates in a manner consistent with charitable purposes and does 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) Compensation Arrangements and Benefits.**

Whether compensation arrangements and benefits, if any, are reasonable, based on competent survey information, and the result of arm's length bargaining.

**b) Arrangements conform to Trust's Policies, etc.**

Whether partnerships, joint ventures, and arrangements with other organizations conform to the Trust'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.

**c) Use of Outside Experts.**

When conducting the periodic reviews as provided for in Section 8, the Trust 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.

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|---|---------------------------------------|
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| Source:   | N/A                                   |
| <b>REFERENCES:</b> <ul style="list-style-type: none"> <li>▪ Truckee Meadows Water Authority Post-Retirement Medical Plan &amp; Trust (As Restated) plan document</li> <li>▪ Pledge of Personal Commitment Document</li> </ul> |                                       |
| <b>APPROVAL(S):</b>   | <b>Title</b>                          |
| _____   | Chairman, PRMT Board of Trustees      |
| _____   | Vice Chairman, PRMT Board of Trustees |

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### Post-Retirement Medical Plan and Trust Board of Trustees Annual Pledge of Personal Commitment/Disclosure Form

It is mandatory that the Post-Retirement Medical Plan and Trust has a disclosure on file at least once each year for each Trustee. Should there occur a change in status during the year, an amended disclosure form should be filed.

1. Have you been provided with a copy of the Policy?  Yes  No
2. Have you read and do you understand the Policy?  Yes  No
3. Do you agree to comply with the Policy, including the disclosure of any personal, familial, or business relationships that could give rise to a conflict of interest?  
 Yes  No
4. Do you understand that the Trust is exempt from Federal Income taxes and in order to maintain such status it must engage in activities which further its exempt purpose?  
 Yes  No
5. Is there any direct or indirect business relationship with the Trust between yourself or a member of your family that may represent a conflict of interest?  Yes  No

If Yes, please list or elaborate such relationships and the details of annual or potential financial benefit as you can best estimate them:

6. Did you or a member of your family receive, during the past 12 months, any gifts or loans from any source from which Trust goods or services or otherwise has significant business dealings?  Yes  No

Note: this question grammatically doesn't make any sense to me.

If Yes, please list such loans or gifts, their source, and their approximate value.

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7. Please identify your main employer and any consulting contracts or board seats you may have with Trust business partners, members or sponsors.
  
8. Please identify any business relations you may have with other Trustees and the nature of those.

I certify that the foregoing information is true and complete to the best of my knowledge.

\_\_\_\_\_  
Trustee Print Name

\_\_\_\_\_  
Date

\_\_\_\_\_  
Trustee Signature