



Conflict of Interest and Compensation Policy

Free Full Hands Foundation, Inc.

Adopted: 09 Jun 2025

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I. Purpose

The purpose of this Policy is to protect the interests of Free Full Hands Foundation, Inc. (the “Corporation”) when it contemplates a transaction, grant, or arrangement that might benefit the private interest of a Director, Officer, or Key Person, result in excessive compensation, or otherwise violate state or federal conflict-of-interest requirements applicable to tax-exempt organizations.



II. Scope & Definitions

A. Definitions

Term	Definitions
Conflict of Interest	A situation in which the personal, professional, or financial interests of a Director, Officer, Key Person, or any of their Relatives could reasonably impair—or appear to impair—their ability to act solely in the best interests of the Corporation , or could result in a direct or indirect personal benefit from a decision or transaction of the Corporation.
Board	The Corporation’s voting Board of Directors.
Director	A voting member of the Board.
Officer	The President, Secretary, Treasurer, or any other officer elected by the Board.
Key Person	Any individual, other than a Director or Officer, who (a) has authority to make significant decisions on behalf of the Corporation or (b) controls ≥ 10 % of the Corporation’s activities, assets, income, or expenses.
Relative	Spouse, domestic partner, ancestor, sibling (whole or half), child, grandchild, great-grandchild, and the spouses of any of the foregoing.
Related-Party Service Provider	Any organization—including the Orphanage —that receives grants, contracts, or other financial benefits from the Corporation and in which a Director, Officer, Key Person, or Relative holds a leadership role or financial interest.
Orphanage	<i>Restoration Children’s Home Uganda.</i>
Routine Essentials	Groceries, hygiene items, and other day-to-day consumables purchased directly by the Orphanage leadership.

B. Persons Covered

This Policy applies to all current and prospective Directors, Officers, and Key Persons of the Corporation.



III. Duty to Disclose & Annual Statement

1. **Ongoing Duty.** Covered persons shall disclose in writing all actual or potential Conflicts of Interest as soon as they arise and **before** any related transaction is considered.
2. **Annual Statement.** Each covered person shall complete *Appendix A* **no later than July 30** (30 days after the Corporation's June 30 fiscal-year end) and within ten (10) days of initial election or hire.
3. **Board Packet Disclosure.** Any new conflict must also be disclosed in the next Board packet circulated at least seven (7) days before a Board meeting.
 1. All Disclosure Statements are confidential corporate records and may be shared only with regulators or auditors.

IV. Identifying & Determining Conflicts of Interest

1. **Disclosure Presentation.** After disclosure of a potential conflict, the interested person may present relevant facts but shall then leave the meeting.
2. **Board Determination.** The **Board** (all disinterested Directors present) shall determine by majority vote whether a Conflict of Interest exists.
3. **Automatic Conflict – Related-Party Service Provider.** A transaction with a Related-Party Service Provider is automatically deemed a Conflict of Interest.

V. Procedures for Addressing a Conflict

1. **Recusal.** An interested person shall not:
 - Participate in discussion,
 - Vote on the matter, **nor**
 - Be counted toward quorum on that agenda item.
 - For virtual meetings, the recused Director shall disconnect audio/video for the duration of the agenda item.
2. **Disinterested Approval.** A majority of the remaining disinterested Directors must determine that the transaction is **fair and reasonable** to the Corporation. At least two (2) disinterested Directors must be present; if fewer than two remain, the transaction is tabled until a quorum of disinterested Directors is present
3. **Related-Party Service Provider Conflicts.**
 - The interested person must disclose their role (title, duties, compensation or in-kind benefit).
 - The Board shall obtain documentation per Section VI, then approve or reject.
4. **Failure to Disclose.** If a covered person fails to disclose an actual or potential Conflict of Interest, the Board may remove that person from office or take such other corrective action as permitted by law.



VI. Procurement & Quote Requirements

Category	Requirement
Single purchase or contract \leq US \$500	No competitive quote required; retail receipts or invoice must be kept.
Single purchase or contract $>$ US \$500	Minimum two (2) written quotes (scanned vendor bids, price lists, or emails).
Routine Essentials	Exempt from multi-quote rule; retail receipts submitted in the monthly Funding Request Packet.
Documentation	All quotes, receipts, or a short Board pricing memo must be uploaded to the “FFF Minute Book” Google Drive folder.

The Board may adjust the US \$500 threshold by resolution without amending this Policy.

VII. Minutes & Documentation

Board minutes for any agenda item involving a Conflict of Interest shall include:

1. Name of the interested person and nature of the conflict;
2. Whether a Conflict was determined to exist;
3. Alternatives considered and documentation reviewed;
4. The vote of disinterested Directors;
5. Statement that the interested person was not counted toward quorum and did not vote.

VIII. Prohibited Acts

The Corporation shall not make any **loan** to a Director or Officer.



IX. Compensation Approval & Reasonableness

(This section applies once the Corporation hires or pays any Key Person.)

1. No person shall participate in or vote on their own compensation or that of a Relative.
2. Compensation must be approved **in advance** by the disinterested Board and based on appropriate comparable data (at least three sources if gross income < US \$1 million).
3. The Board shall contemporaneously document comparability data, voting record, and justification in the minutes.

X. Record-Keeping & Signature Methods

1. **Minute Book.** All signed Disclosure Forms, minutes, quotes, and supporting documents shall be stored in the secure Google Drive folder titled “**FFF Minute Book.**” Access is limited to the Board Secretary and current Directors.
 1. The Minute Book shall retain COI documents for a minimum of seven (7) fiscal years.
2. **Acceptable Signatures.** A document is “signed” when executed by:
 - Typed electronic /s/ **First Last**;
 - DocuSign or comparable e-signature; or
 - Scanned/photographed wet-ink signature.The electronic submission date is the execution date.

XI. Whistle-blower Protection

The Corporation encourages Directors, Officers, Key Persons, volunteers, and contractors to report, in good faith, any suspected violation of law, misuse of charitable assets, or breach of this Policy. No person who makes such a report shall suffer intimidation, retaliation, or adverse employment/contract action. Reports may be made confidentially to the Board President or, if the President is implicated, to the Board Secretary, who shall promptly inform the disinterested Directors for investigation and resolution. Allegations and investigative records shall be retained in the Minute Book for no less than seven (7) fiscal years.



XII. Policy Review & Amendment

The Board shall review this Policy **each May** and may amend it at any duly called meeting by majority vote of disinterested Directors.

This policy shall be governed by Illinois law; if any clause is unenforceable, the remainder stands.

XIII. Adoption

This Conflict of Interest and Compensation Policy was **adopted** by majority vote of the Board of Directors of Free Full Hands Foundation, Inc. on 09 Jun 2025.

Name	Position	Signature	Date
Anthony Kamykowski	President / Secretary	/s/ Anthony Kamykowski	18 Jun 2025
Brian Musobya Jessy	Vice President / Field Liaison	/s/ Brian Musobya Jessy	18 Jun 2025
Michelle Siemionkowicz	Treasurer	/s/ Michelle Siemionkowicz	18 Jun 2025



Appendix A

Annual Conflict-of-Interest Disclosure Statement

By signing below, I affirm that:

1. I have received, read, and understand the **Conflict of Interest and Compensation Policy** of Free Full Hands Foundation, Inc.;
2. I agree to comply with the Policy; and
3. I hereby disclose, to the best of my knowledge, any actual or potential conflicts as defined therein.
 - Entities in which I participate (director/officer/employee/owner) that currently transact or may transact with the Corporation:
 - Transactions in which the Corporation is or may become a participant and in which I have a conflicting interest:
 - Other circumstances that may pose a conflict:

Field	Information
Printed Name	
Position (Director / Officer / Key Person)	
Email	
Signature	
Date	