



**TSA-B Regional Advisory Council (BRAC) Inc.
Policy and Procedures
WHISTLEBLOWER POLICY**

1. Purpose.

TSA-B requires board members, committee members and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities, and all directors, committee members and employees to comply with all applicable laws and regulatory requirements.

2. Reporting Responsibility.

TSA-B seeks to have an “Open Door Policy” and encourages board members and employees to share their questions, concerns, suggestions or complaints regarding the organization and its operations with someone who can address them properly. In most cases, a board member or committee member should present his or her concerns to the Chair of the Board. The Executive Director is generally in the best position to address an employee’s area of concern. However, if a board member is not comfortable speaking with the Board Chair or is not comfortable with the Board Chair’s response, or if an employee is not comfortable speaking with the Executive Director or if the employee is not satisfied with the Executive Director’s response, the board member, committee member or employee is encouraged to speak with anyone on the Board whom the employee is comfortable in approaching, or to directly contact the organization’s outside legal counsel, whose contact information can be obtained from the Executive Director.

3. No Retaliation.

No board member, committee member, or employee who in good faith reports a violation of a law or regulation requirement shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable persons to raise serious concerns within TSA-B prior to seeking resolution outside the organization.

4. Compliance Officer.

TSA-B’s Executive Director, working with the Chair of the Board, will act as TSA-B’s Compliance Officer. The Compliance Officer is responsible for investigating and resolving all employee complaints and allegations concerning violations of the Principles and/or Code. The Board Chair or his or her designee will take on the Compliance Officer role if the complaint involves the Executive Director. If the complaint involves both the Executive Director and Board Chair, outside legal counsel will carry out the functions of the Compliance Officer.

5. Accounting and Auditing Matters.

The Board of Directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the Board of Directors of any such complaint and work with the Board until the matter is resolved.

6. Requirement of Good Faith.

Anyone filing a complaint concerning a violation or suspected violation of the law or regulation requirements must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. 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 a serious disciplinary offense.

7. Confidentiality.

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

8. Handling of Reported Violations.

The Compliance Officer, or the person responsible for carrying out the Compliance Officer's role with respect to a reported or suspected violation, will acknowledge receipt of the reported violation or suspected violation by writing a letter (or e-mail) to the complainant within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.



**TSA-B Regional Advisory Council (BRAC) Inc.
Policy and Procedures
BUSINESS TRAVEL REIMBURSEMENT**

SOP STATEMENT: Travel is a necessary component of RAC business. Mandatory meetings occur throughout the year. The following policy will detail how travel expenses will be reimbursed. Travelers will strive to achieve maximum savings by ensuring that each travel arrangement is the most cost effective considering all relevant circumstances.

1. RAC business travel:
 - Authorized RAC representative attending an approved meeting outside of the TSA-B region. Required attendance at scheduled RAC meetings within the region is not included.
 - Contractors and employees attending meetings beyond a 20 mile radius of the RAC Office.
 - a. All RAC representative associated business/education requests must be submitted to RAC Chair for approval upon notification of the meeting dates.
 - b. Expense Report and all original receipts showing proof of payment including meals must be submitted to the RAC Office within 10 days of return from the trip.
 - 1) Approved expenses include:
 - a) Hotel receipts at the current State rate or special meeting block rate for the approved trip days. If a special meeting block rate is not available a rate up to \$ 150.00/night plus taxes will be accepted for the approved trip days.
 - b) Airline, bus, shuttle, taxi, auto rental and parking receipts. Gasoline receipts for rental car.
 - c) Mileage rates for use of personal vehicle will be paid at the approved Federal rates as defined by the U.S. General Services Administration Guide and the IRS Revenue Procedure Code. Point to point odometer reading or mapping that shows total mileage must be submitted. Gasoline is not reimbursable when mileage rates are claimed.
 - 2) Meals will be paid at the maximum of \$45.00 per day. Reimbursement will be paid only for meetings or other RAC business in which the grant will allow for the purchase of food and prior authorization is given. Receipts for alcohol will not be accepted.
 - 3) Taxes and gratuities up to 15% are allowable expenses.
2. Any disputed travel charges/reimbursements will be reviewed by the RAC Executive Board.



TSA-B Regional Advisory Council (BRAC) Inc. Procurement Policy

Procurement of Goods and Services

B-RAC strives to ensure a fair and objective process for acquiring equipment and services.

Purchasing activities aim to achieve advantageous procurement outcomes by:

- Establishing a framework required for the implementation of B-RAC's procurement arrangement;
- Promoting value for money;
- Providing reasonable opportunity for competitive local businesses, including historically underutilized businesses; and
- Promoting compliance with relevant contract requirements.

Purchases greater than \$25,000 but less than \$150,000:

- The Executive Director may authorize expenditures associated with specific grants if a budget was submitted as part of the grant application process and the grant application was approved by the Board of Directors and ratified by the General Membership.
- Expenditures outside of the annual approved budget must conform to the following schedule:

	<u>Amount</u>	<u>Approval Required</u>
A.	\$ 0.01 - \$100,000.00	Board of Directors
B.	\$ 100,000.01 or more	General Membership

- Detailed specifications should be provided to prospective suppliers;
- Quality assurance requirements need to be established and addressed as part of the specifications;
- At least two, preferably three, written quotations are to be sought from genuine competitors known to be capable of supplying the requirements at competitive prices;
- A written purchase order will be executed prior to purchase.

Purchases greater than \$150,000:

- Purchases above \$150,000 require at least three written quotations. Less than three offers may be acceptable provided every effort has been made to obtain at least three and relevant documentation is available (such as sole-sourced items);
- Detailed specifications and quality assurance requirements need to be provided for the quotations;

- If an RFP is utilized:
 - The RFP will be posted on the organization website;
 - At least 21 days must be allowed from the date of advertisement for the submission of proposals;
 - All proposal documents submitted shall become the property of B-RAC.
 - Any restrictions on the use of data contained within a proposal must be clearly stated in the proposal itself.
 - B-RAC is not liable for any costs incurred by the bidder prior to issuance of a signed contract.
 - The contents of the selected bidder's proposal will become contractual obligations if a subsequent agreement is reached. Failure of the selected bidder to accept these obligations may result in cancellation of the award and such proponent may be removed from future solicitation for services by B-RAC.
- All proposals/quotations are to be recorded and filed with the purchase order;
- A written purchase order will be executed prior to purchase.

Vendor identification

Vendors for equipment and services may present in many ways. Cold calls, existing vendor/customer relationships, trade shows, trade magazines, word of mouth, etc. When B-RAC is evaluating particular products or services, it is important that attempts are made to identify at least a second competitive vendor and preferably more than two. If only one vendor is available, supporting information will be maintained (patent on the product, etc.)

Product demonstration

Product demonstrations are recommended. Vendors should be allowed roughly the same amount of time for presentations. If no demonstration is necessary or appropriate, supporting documentation will be maintained (previous purchase of similar interoperable equipment, etc).

Selection process

A selection committee, consisting of appropriate committee membership, is established to review all bids.

Product and services will be evaluated based on pertinent criteria, such as ease of use, functionality, interoperability, and price. Although price should be a high consideration in selection, it is not the sole criteria and, therefore, should be considered along with other criteria.

Evaluation Criteria

Fair and equitable consideration will be given to all bidders. B-RAC reserves the right to reject any and all proposals, to consider alternatives, to waive irregularities and to re-solicit quotation opportunities or proposals. Selection will be based on the most responsible and responsive quotation/proposal which is determined to be within the best interests of B-RAC. The following criteria shall be considered:

- Cost or price analysis;
- Best value for the cost;
- The reputation, experience and efficiency of the proponent/supplier,

- The ability of the proponent/supplier to perform the contract or provide the goods and services within the time specified;
- The comparative quality of the goods and services bid;
- The proponent/supplier's performance under previous contracts with B-RAC;
- The number and scope of conditions attached to the quotation/proposal;
- The proponent/supplier's interest in the project, as well as their understanding of the project scope and the specific requirements of B-RAC, and
- The application of all of the above criteria to any sub-consultants, subcontractors or products to be utilized by the proponent/supplier.

All proposals submitted must be valid for a minimum period of ninety (90) days after the date of the proposal submission. Each proponent must submit with the proposal a list of all subcontractors, independent contractors, or sub-consultants employed or proposed to be employed by the proponent in the performance of the contract.

If a contract cannot be negotiated between B-RAC and the selected proponent, the negotiations with the next most qualified proponent will commence. B-RAC makes no guarantees to any proponent until such time as the B-RAC submits a purchase order or the Board of Directors approves the negotiated contract.

All supporting documents, to include complete bid packages, are maintained in the procurement file.



TSA-B Regional Advisory Council (BRAC) Inc.
Policy and Procedures
FINANCIAL POLICY

1. Annual financial records will be prepared using Generally Accepted Accounting Principles.
2. Tracking of financial activities is performed on commercial accounting software by grant.
3. All checks have two signatures.
4. Bank statements are received, opened and reviewed by the Executive Director who passes them to the bookkeeper. Bank statements are reconciled against a detailed transaction report and the general ledger by the bookkeeper. A comparison of canceled checks recorded on the bank statements are compared to the recorded disbursements to reveal any unrecorded checks.
5. Quarterly statement of financial activity is presented to the Executive Board. Financial activity reports are presented at each General Membership Meeting. Financial reports are available to members by request between reporting intervals.
6. All returned checks to the RAC will be vigorously pursued and appropriate bank charges will be assessed.
7. At a minimum, a review by an independent CPA will be performed annually. Audits will be completed, as required.
8. Unrestricted net assets will not exceed three times the size of the past year's budget.
9. Property Transfer Records are obtained for all equipment issued, and a summary is maintained.
10. Financial information is available to the Department of State Health Services.
11. All expenditures are accounted for through the budget process. If an item is not budgeted for, it cannot be purchased unless appropriate budget revisions are approved by the Executive Board and General Membership.
12. The Executive Director shall write checks for expenditures that are authorized by the currently approved budget.
13. Deposits are made by the Executive Director with a notification email going to the bookkeeper so that they can be accounted for.



**TSA-B Regional Advisory Council (BRAC) Inc.
Policy and Procedures
DOCUMENT RETENTION & DESTRUCTION POLICY**

The Sarbanes-Oxley Act addresses the destruction of business records and documents and turns intentional document destruction into a process that must be carefully monitored. Nonprofit organizations should have a written, mandatory document retention and periodic destruction policy. Policies such as this will eliminate accidental or innocent destruction. In addition, it is important for administrative personnel to know the length of time records should be retained to be in compliance.

The following table provides the minimum requirements for TSA-B:

Type of Document	Minimum Requirement
Accounts payable ledgers and schedules	7 years
Audit reports	Permanently
Bank Reconciliations	2 years
Bank statements	3 years
Checks (for important payments and purchases)	Permanently
Contracts, mortgages, notes and leases (expired)	7 years
Contracts (still in effect)	Permanently
Correspondence (general)	2 years
Correspondence (legal and important matters)	Permanently
Correspondence (with customers and vendors)	2 years
Deeds, mortgages, and bills of sale	Permanently
Depreciation Schedules	Permanently
Duplicate deposit slips	2 years
Employment applications	3 years
Expense Analyses/expense distribution schedules	7 years
Year End Financial Statements	Permanently
Insurance Policies (expired)	3 years
Insurance records, current accident reports, claims, policies, etc.	Permanently
Internal audit reports	3 years
Inventories of products, materials, and supplies	7 years
Invoices (to customers, from vendors)	7 years
Minute books, bylaws and charter	Permanently
Patents and related Papers	Permanently
Payroll records and summaries	7 years
Personnel files (terminated employees)	7 years
Retirement and pension records	Permanently
Tax returns and worksheets	Permanently
Timesheets	7 years
Trademark registrations and copyrights	Permanently
Withholding tax statements	7 years



**TSA-B Regional Advisory Council (BRAC) Inc.
Policy and Procedures
CONTRACTOR POLICIES**

1. The TSA-B Regional Advisory Council (BRAC) maintains a policy of non-discrimination with contractors. No aspect of the contractor within the company will be influenced in any manner by race, color, religion, sex, age, national origin, veteran status, mental or physical disability, or any other basis prohibited by statute.
2. Access to contractor files is restricted to the Executive Board Officers on a "need to know" basis. Contractor files are the property of the RAC.
3. Contractor Status:
TSA-B Regional Advisory Council (BRAC) Inc. contracts for the services of the Executive Director and other administrative functions as needed. The contractor is not in an employee-employer relationship with TSA-B Regional Advisory Council (BRAC) Inc. The contractor is responsible for all taxes and any benefits for the contracted personnel.
4. Performance evaluations will be completed at regular intervals to provide a process by which the performance of each contractor is appraised for purposes of contract continuation.
5. There is no set time that contractors have to be available except for the RAC meetings that they schedule.



TSA-B Regional Advisory Council (BRAC) Inc. Policy and Procedures CONFLICT OF INTEREST POLICY

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members 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 governing board or committee 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 governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization 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 governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. 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 Conflicts of Interest Policy

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

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

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. 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 or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons 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 with the proceedings.

Article V

Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure the Organization 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. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization'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.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

The Conflict of Interest Policy was adopted by a resolution of the Board of Directors.