

# CPHA Code of Conduct Policy and Procedures

The Colorado Public Health Association (“CPHA”) is committed to high business and ethical standards for its directors, officers, employees, volunteers, and members (each, a “Non-Profit Individual”). In line with this commitment, the board of directors (the “Board”) of CPHA has established the following Code of Conduct Policy and Procedures (this “Policy”) for:

- receipt, retention and treatment of any concerns, issues, or complaints (together “Concerns”) regarding violations of the CPHA Code of Conduct (“Reportable Matters”), and
- submission of Concerns by any Non-Profit Individual of CPHA (“Reporting Member”) regarding Reportable Matters of another Non-Profit Individual of CPHA (“Respondent”).

This Policy shall be distributed to all Non-Profit Individuals.

## **1 CONDUCT COMPLIANCE TEAM**

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The implementation of this Policy shall reside with the ad hoc Conduct Compliance Team. The Conduct Compliance Team shall be comprised of three Officers of the Board appointed by the President of CPHA on an ad hoc basis. The President shall also appoint a CPHA staff member as Conduct Compliance Liaison. The Conduct Compliance Liaison shall serve at the direction of the Conduct Compliance Team in accordance with this Policy. All actions of the Conduct Compliance Team pursuant to this Policy shall be by a majority vote of the members of the Conduct Compliance Team.

## **2 SUBMISSION OF CONCERNS**

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Any Reporting Member having Concerns about a Respondent may report such Concerns to CPHA. Any Reporting Member filing a Concern must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be considered a violation of the Code of Conduct and may subject the Reporting Member to disciplinary or corrective action. The Reporting Member must submit the Concerns in writing, by regular mail, or electronic mail, or by recorded verbal submission. While measures to maintain confidentiality of reporter(s) will be taken, anonymous reporting is not possible.

The Reporting Member may request that they want their names to be kept confidential in relation to the Respondent. These confidential Concerns will be treated in accordance with Section 8 of this Policy.

Any Non-Profit Individual may submit Concerns under this Code of Conduct Policy through any of the following channels:

- (a) Electronically filing a report, using the [following link](#).
- (b) By regular mail addressed to: Conduct Compliance Team: PO Box 745475, Arvada, CO 80006
- (c) By email addressed to the Conduct Compliance Team at:  
ExecutiveCommittee@coloradopublichealth.org
- (d) By recorded verbal submission at 303-339-0391. A copy of the report will be delivered to the complainant to approve before submission to the Conduct Compliance Team.
- (e) If a Reporter's Concern includes or implicates the CPHA President, Officers, Staff members and/or members of the Conduct Compliance Team, outlined in the above process, every measure will be made to exclude those to create a fair investigation and process.

The report should contain as much detail as possible to allow for proper assessment. The Communication should be candid and include all relevant information regarding the Concern. The President will receive the report, unless the report is about the President, then the Health Equity Officer will receive the report. All reports will then be directed to the Conduct Compliance Team. Responses to complaints and/or reports will be expedited by the Conduct Compliance Team within 30 calendar days of filing. If a violation of this Code of Conduct is substantiated via investigation and due process, appropriate disciplinary action, up to and including termination of membership, status and/or affiliation with CPHA will be taken.

### **3 SCOPE OF MATTERS COVERED BY THESE PROCEDURES**

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The procedures set forth herein for reporting of Concerns relating to any Reportable Matters apply the Code of Conduct attached hereto as [Exhibit A](#). All members should adhere to this Code of Conduct when conducting CPHA business or attending CPHA-sponsored events whether in person, virtually, or in written and/or verbal communications.

### **4 TREATMENT OF REPORTABLE MATTERS**

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The Conduct Compliance Liaison will review each Communication before sending it to the President. All Concerns will be referred by the President to the Conduct Compliance Team. The Conduct Compliance Team shall develop internal procedures for conducting a preliminary review of the Concern. The preliminary review shall include (a) a meeting with the Reporting Member (telephone or other remote communications) to gather any further information or details regarding the Concern; (b) a meeting with the Respondent (telephone or other remote communications) to ascertain the Respondent's version of the factual allegations in the Concern. The Respondent may also submit the Respondent's version of the factual allegations in writing, at the Respondent's discretion. If the Concern may constitute a criminal act, the Conduct Compliance Liaison shall immediately refer the Concern to the President. The President shall consult with the Board to determine whether the Concern should be referred to law enforcement.

The Conduct Compliance Team, in its reasonable discretion, shall promptly determine whether any further investigation is warranted. In its determination, the Conduct Compliance Team shall consider whether there is any dispute in the factual allegations of the Concern; the

seriousness of the issues raised; and the likelihood that further investigation will reasonably affect the Conduct Compliance Team's disposition of the Concern.

If the Conduct Compliance Team decides that further investigation is warranted, it shall ensure coordination of the investigation. The Conduct Compliance Team shall have the authority to retain outside legal, accounting, or other relevant expertise in any investigation, as it deems necessary to conduct the investigation in accordance with this Policy. The Conduct Compliance Team shall prepare a report ("Report") summarizing the findings of the investigation.

The Respondent shall receive a copy of the Report (redacted as necessary to preserve the confidentiality of interested parties) and shall have the option to submit a written response to the Report within 30 calendar days of filing. This response may include any relevant information, including documentation or witness statements. The response also may include any information that may bear on a decision regarding any Corrective or Disciplinary Action, as set forth in Section 5 of this Policy.

The Conduct Compliance Team will prepare a recommendation setting forth its findings and determinations regarding any Corrective or Disciplinary Action, discussed below in Section 5 of this Policy. The Conduct Compliance Team shall provide its recommendation to the Officers of the Board for a final action ("Decision"). The Officers of the Board's consideration of the recommendation of the Conduct Compliance Team shall be limited to a review of the written record. The Decision shall be deemed final, including any corrective or disciplinary action; provided, however, that any Decision that may result in the expulsion of a Respondent shall automatically be referred to the Board.

For any Decision recommending expulsion, the Board shall make the final decision whether to expel the Respondent from CPHA. The Respondent shall have the right to make a written submission to the Board regarding the Decision within 30 calendar days after the Officers of the Board has rendered their Decision. After receiving the Respondent's submission, the Board may, in its sole discretion, terminate the membership in CPHA of the Respondent as recommended by the Decision, or otherwise modify the Decision.

## **5 CORRECTIVE OR DISCIPLINARY ACTION**

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It is the responsibility of the Conduct Compliance Team to report to the Board and to relevant CPHA management any non-compliance with CPHA's Code of Conduct. Corrective and disciplinary action may include 1) letter of warning; 2) letter of reprimand; 3) exclusion from certain meetings, sessions or conferences of CPHA; 4) removal from leadership positions; 5) suspension of membership in CPHA; 6) expulsion from CPHA with possibility of reinstatement; 7) expulsion from CPHA without possibility of reinstatement based on the nature, severity, and frequency of the violation (each, a "Corrective or Disciplinary Action").

A Non-Profit Individual found to commit a violation of the Code of Conduct may be subject to Corrective or Disciplinary Action. Repeated incidents of disrespectful behavior and repeated failure to meet deadlines, be on time to meetings and events, stay present and provide information in a timely manner may result in removal from leadership positions (if applicable) and/or suspension from CPHA activities and events. Non-Profit Individuals found to repeatedly and intentionally block the members from decision making, information and resources and/or restrict access to leadership, development and engagement opportunities, as well as meeting or events may be removed from leadership positions (if applicable) and/or suspended from CPHA activities and events. If the violations are egregious, the Non-Profit Individual may be expelled from CPHA with or without the possibility of reinstatement.

CPHA is committed to equality and inclusion of all members regardless of race, national origin, religion, sex, age, disability, sexual orientation, gender identity, political affiliation, physical appearance, body size, or immigration status. Discriminatory statements or actions may be subject to disciplinary action, including suspension or expulsion from CPHA, temporarily or permanently, depending on the materiality, seriousness, and repetition of the violation. Non-Profit Individuals found to have participated in harassment, bullying, and/or verbal or physical altercations of any kind may be subject to disciplinary action, and these matters may be referred to local law enforcements as necessary and in accordance with any applicable law.

Actions that may be taken by the Conduct Compliance Team, Officers and Board Members are not limited to the actions specifically referenced herein.

## **6 COMMUNICATION OF DECISION**

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The Decision will be distributed under the guidelines in this Section 6. If the Officers of the Board determines that there is insufficient evidence to support a finding that a violation occurred, the Decision will be provided in writing by electronic email to the Respondent and the Reporting Member only.

The Officers of the Board will provide a copy of its Decision to the Board and relevant CPHA management. The Decision will also be provided to the Respondent, the Reporting Member, and, when appropriate, to relevant CPHA staff. The Decision is intended to be for internal CPHA purposes only and shall not be distributed to third parties except relevant legal or law enforcement authorities where applicable, and any distribution of the Decision to a third party not otherwise allowed under this Policy shall be considered a violation of the Code of Conduct. CPHA may provide a copy of the Decision to its Counsel, accountant, and other third-party professionals or experts.

## **7 NO RETALIATION**

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This Policy is intended to enable Non-Profit Individuals to raise Concerns for investigation and appropriate action. With this goal in mind, consistent with the policies of CPHA, the Conduct Compliance Team, the Officers and Board shall not retaliate or tolerate any retaliation by management of CPHA directly or indirectly, including encouraging retaliation by others, against anyone who, in good faith, makes a report of a Concern or provides assistance to

the Conduct Compliance Team, management or any other duly authorized person or group, including any governmental, regulatory or law enforcement body, investigating a report of a Concern. If the Conduct Compliance Team becomes aware of a retaliatory action against a Reporting Member, the Conduct Compliance Team shall inform the Officers and Board of such action.

Nothing in this Policy shall limit the authority of CPHA to discipline, penalize, suspend or terminate any Non-Profit Individual for good and sufficient reasons, which reasons shall not include having in good faith made a report of a Concern or provided assistance to the Conduct Compliance Team, management or any other duly authorized person or group, including any governmental, regulatory or law enforcement body, investigating such report. A Non-Profit Individual's right to protection from retaliation does not extend immunity for any complicity in the matters that are the subject of the Concerns or any ensuing investigation.

## **8 CONFIDENTIALITY**

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Reports of Concerns, and investigations pertaining to Concerns, shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. The Conduct Compliance Team shall take reasonable steps necessary to protect the identity of any Non-Profit Individual making a report of a Concern to prevent any officer, employee, contractor, sub-contractor or agent from being in a position to take any retaliatory action against such person making such report, including encouraging others to take retaliatory action. In no event will information be released to persons without a specific need to know about the Communication or as otherwise set forth in this Policy.

## **9 CONFLICTS OF INTEREST**

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If the Concern involves the Conduct Compliance Liaison, a member of the Conduct Compliance Team, a member of the Officers, or a member of the Board, the involved individual(s) will not be permitted to participate in the consideration of the Concern or the determination of what, if any, action needs to occur with regard to the Concern. If such involvement excludes the majority of the Conduct Compliance Team participating in the process, the investigation and the decision will be assigned by the Board to an ad hoc committee made up of three members of the Board.

## **10 RETENTION OF COMPLAINTS AND DOCUMENTS**

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The Conduct Compliance Team will maintain a log of all Communications, tracking their receipt, investigation, and resolution. All documents relating to the Communications and the investigations shall be maintained by CPHA for a minimum of seven years from the initial receipt of the Concern by CPHA.

## **11 QUARTERLY REPORTS AND PERIODIC REVIEWS**

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Once per quarter the Conduct Compliance Team shall present a report containing the following information with respect to each Communication received during the quarter at a meeting of the Board: a description of the Communication; whether or not the Communication resulted in the commencement of a formal investigation; and the status of each formal investigation.

To ensure that CPHA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its reputation or tax-exempt status, the Board shall conduct periodic reviews of this Policy. The Board shall present any recommended changes, modifications, or deletions of the provisions of this Policy to the full Board at its regularly scheduled meeting.

## **12 DATE OF MOST RECENT BOARD CONSIDERATION**

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This revised Code of Conduct Policy was approved by the Board on October 5th, 2023.

**Exhibit A**

**CPHA Code of Conduct**

*(see attached.)*