Conflict of Interest and Business Ethics Policy

It is EARN's policy that all employees avoid any conflict between their personal interests and those of the Company. The purpose of this policy is to ensure that the Company's honesty and integrity, and therefore its reputation, are not compromised. The fundamental principle guiding this policy is that no employee should have, or appear to have, personal interests or relationships that actually or potentially conflict with the best interests of the Company.

It is not possible to give an exhaustive list of situations that might involve violations of this policy. However, the situations that would constitute a conflict in most cases include but are not limited to:

1. Holding an interest in or accepting free or discounted goods from any organization that does, or is seeking to do, business with the Company, by any employee who is in a position to directly or indirectly influence either the Company's decision to do business, or the terms upon which business would be done with such organization.
2. Holding any interest in an organization that competes with the Company.
3. Being employed by (including as a consultant) or serving on the board of any organization which does, or is seeking to do, business with the Company or which competes with the Company.
4. Profiting personally, e.g., through commissions, loans, expense reimbursements or other payments, from any organization seeking to do business with the Company.

A conflict of interest would also exist when a member of an employee's immediate family is involved in situations such as those above.

This policy is not intended to prohibit the acceptance of modest courtesies, openly given and accepted as part of the usual business amenities, for example, occasional business-related meals or promotional items of nominal or minor value.

It is your responsibility to report any actual or potential conflict that may exist between you (and your immediate family) and the Company.

Whistleblower Policy Addendum

A. Overview

This section outlines clear procedures for handling "whistleblower" complaints. The Sarbanes-Oxley Act of 2002, Section 1107, Retaliation Against Informants states that it is illegal to retaliate against a whistleblower. Proper handling of complaints will help protect Earn from being accused of retaliation against whistleblowers. To be effective, this policy must be circulated to all employees and board members.

This policy establishes procedures for the receipt and treatment of employee complaints regarding wrongful conduct relating to Earn. The policy has been adopted to:

Provide employees with a confidential mechanism to alert management of alleged "Wrongful Conduct" *(as defined below)*;

Ensure that all information regarding such conduct is handled in a professional and thorough manner; and

Protect employees from retaliation for bringing such concerns to the attention of management.

Standards	Definition
Standards for Employee Conduct	Earn requires employees to observe the highest standards of business and personal ethics in the conduct of their duties and responsibilities. Employees must practice honesty and integrity in fulfilling their job responsibilities and must comply with all applicable laws, government regulations and agency rules and procedures.

Definitions of Wrongful Conduct	
<u>Conduct</u>	**<u>Definition</u>**
Baseless Allegations	Claims or accusations made with reckless disregard for their truth or falsity.
Fraudulent or Dishonest Conduct	A deliberate act or failure to act with the intention of obtaining an unauthorized benefit. Examples: Forgery or alteration of documents Unauthorized alteration or manipulation of computer files

	Fraudulent financial reporting Pursuit of a benefit or advantage in violation of the Earn's conflict of interest policy Misappropriation, misuse or theft of Earn's resources, such as funds, supplies or other assets Authorizing or receiving compensation for goods not received or services not performed Authorizing or receiving compensation for hours not worked
Other Wrongful Conduct	Examples of other wrongful conduct include: Criminal behavior Inappropriate behavior towards a coworker Other violations of agency policies or applicable laws

B. Policy

Reporting Responsibility

Each employee is responsible for complying with the above Standards, and for reporting wrongful conduct or suspected wrongful conduct by other employees. "Wrongful Conduct" includes, but is not limited to, fraud, theft, embezzlement, mishandling of funds, criminal behavior, questionable accounting or auditing practices, inappropriate behavior towards a client or other violations of agency policies or applicable laws.

Non-Retaliation

No employee shall suffer harassment, retaliation or any other adverse employment consequence as a result of:

Reporting suspected Wrongful Conduct in accordance with the procedures of this policy;

Providing information, causing information to be provided or otherwise assisting in any investigation, including investigations by local, state or federal governmental bodies, regarding any Wrongful Conduct; or

Filing, causing to be filed, testifying, or otherwise assisting in a criminal, civil or regulatory investigation or proceeding relating to Earn.

Employees seeking retaliation against someone who accounts for a violation in good faith shall be subject to discipline including potential termination. By encouraging and enabling employees and others to raise serious concerns within Earn, the Whistleblower Policy hopes to initially address the situation internally.

Reporting Violations

This Whistleblower Policy encourages employees to share their questions, concerns, suggestions or complaints about other employees' conduct with someone who can address them properly. In most cases, an employee's primary supervisor is in the best position to address an area of concern. However, an employee who is not comfortable speaking with his/her supervisor or is not satisfied with the supervisor's response is encouraged to speak with his/her Department Head. Senior managers are required to report suspected violations to a company officer, a TriNet Representative, or, if applicable, Earn's legal counsel. An employee who is not satisfied or is uncomfortable with speaking to staff members in his/her department should contact the TriNet Solutions Center directly.

Compliance Officer

The TriNet Solutions Center shall serve as Earn's Compliance Officer. As such TriNet is responsible for investigating and resolving all reported complaints and allegations concerning violations and, at their discretion, shall advise Earn's CEO or the Chairperson of the Board of Directors.

Accounting and Auditing Matters

The CEO shall immediately notify the Chair of the Board of Directors and the Treasurer of the Board of any reported concerns or complaints regarding Earn's finances, including accounting practices, internal controls, alleged malfeasance or illegal conduct, or auditing issues. After immediately notifying the Board of Directors of any such grievance, the CEO (unless the subject of a complaint) is expected to work with the Board of Directors until the situation is settled.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith by having reasonable grounds for believing that the activity occurred and have reasonable grounds for believing the information disclosed indicates a violation of the Standards set forth above. Any allegations that prove to be unsubstantiated and which prove to have been made maliciously or with knowledge of their falsehood will be treated as a serious disciplinary offense.

Confidentiality

The complainant may submit violations or suspected violations on a confidential basis. Anonymous submissions are acceptable as well. Aligning with the need to execute a thorough investigation, reports of violations or suspected violations will be kept confidential to the extent possible.

Handling of Reported Violations

Earn's HR representative, CEO, or a member of the Board of Directors will notify the complainant and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be researched in a timely manner and, if stipulated by the investigation, necessary corrective measures will be pursued. The HR representative will update the complainant of the status of the reported violation or suspected violation within 30 business days of the acknowledgement of receipt and will notify the complainant of the investigation into the complaint.

Document Retention

A. Overview

This section applies to the retention, maintenance and destruction of Earn's records and documents. In accordance with the Sarbanes-Oxley Act, which makes it a crime to alter, cover up, falsify, or destroy any document with the intent of impeding or obstructing any official proceeding, this policy provides for the systematic review, retention, and destruction of documents received or created by Earn in connection with the transaction of organization business.

B. Policies

1. Records will be maintained as required by government regulations, grant requirements, audit requirements, and other legal needs as may be determined.
2. Any exceptions to the record retention requirements must be approved by the Board of Directors.
3. Data and information is protected from unauthorized access, use, modification, disclosure, and destruction.

C. Process Description

User Access

Prior to being given access to any confidential information, incoming employees are required to sign a Privacy Policy concerning access to and use of confidential information. Authorization and privilege controls are fully implemented for the network operating system and applications, as well as specific applications and information.

Maintenance of Accounting Records

The design and implementation of a file structure is critical to having a fully documented, completely traceable and fully usable accounting system. The types of accounting records maintained by the organization include all original documentation submitted to substantiate transactions recorded on the general ledger and the financial reports issued to management, the Board of Directors, and the public.

Accounting File

Electronic or hard copy files, which contain the accounting files listed above, are maintained. All current hard copies of accounting documents, contracts, and funder agreements are maintained at the organization's main office and access is limited to authorized users only.

Permanent File

A permanent file including audits, incorporation papers, personnel policies, corporate-by-laws, board reports and other documents that span calendar and fiscal periods is maintained in the main office and access is limited to authorized users only. Electronic copies are maintained and backed up off-site.

Electronic Financial Records

Access to electronic financial records is available to authorized users on a shared and limited basis. Earn incorporates the internal control concept of separation of duties in assigning access to its electronic financial records. Electronic records are backed-up daily and stored on a virtual server.

D. Procedures

Document Retention Guidelines	
Type of Document	*How Long to Retain*
Accounting	
Annual reports	Indefinitely
Bank: • Bank deposit records • Bank statements and reconciliations	 3 years 7 years
Contributions and grants: • Unrestricted • Temporarily restricted • Permanently restricted/endowment • Life income agreement	 7 years 7 years Indefinitely 7 years (after completion)
Fixed asset records, depreciation schedules	Indefinitely
General ledger and subsidiary ledgers	7 years
Taxes: • Tax returns and worksheets • Withholding tax statements	 Indefinitely 4 years
Vouchers for payment to vendors, employees and others	7 years
Donor and Grant Records	
Donor records	7 years
Grant applications and contracts	7 years (after completion)
Organization Records	
Articles of Incorporation	Indefinitely
Board policy resolutions	Indefinitely
Charters, constitutions, bylaws	Indefinitely
Contracts and leases (expired)	7 years
Contracts still in effect	Indefinitely
Fixed asset records	Indefinitely
IRS Application for Tax-Exempt Status	Indefinitely
IRS Determination Letter	Indefinitely
Loan documents, notes	Indefinitely
Licenses	Indefinitely
Minutes from board and committee meetings	Indefinitely
Patents and related papers	Indefinitely
Trademark registrations and copyrights	Indefinitely
Personnel	
Accident reports and workers compensation records	7 years (after termination)
Employment applications (not hired)	3 years
Employment and termination agreement	Indefinitely
Garnishments	7 years
I-9 Forms	3 years (after termination)
Payroll records and summaries	7 years

Document Retention Guidelines	
Type of Document	*How Long to Retain*
Personnel files	7 years (after termination)
Retirement and pension records	Indefinitely
Timesheets	7 years (after termination)
Insurance	
Accident reports and claims	Indefinitely
Insurance records (expired contracts)	7 years
Correspondence	
Legal and important matters	Indefinitely
Electronic Documents	
Email	30 days to 18 months

Process for determining CEO compensation

The Board of Directors reviews the CEO's performance annually to determine compensation.