

POLICIES & PROCEDURES

Washington School Nutrition Association



WASHINGTON
SCHOOL
NUTRITION
ASSOCIATION

July, 2017

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SECTION I – FINANCIAL POLICIES & PROCEDURES

ACCESS TO RECORDS BY MEMBERS

It is the policy of WSNA to allow members access to the following records:

- IRS Form 990, 990T
- Original applications for tax exempt status
- Annual accountant's review

ACCOUNTING METHOD

It is the policy of WSNA to utilize the cash basis of accounting that recognizes revenues when they are received and expenses when they are paid.

ACCOUNTS PAYABLE

It is the policy of WSNA to pay all invoices within thirty (30) days of receipt of invoice or request for payment.

ACCOUNTS RECEIVABLE

It is the policy of WSNA to recognize *Apple Press* advertising as accounts receivable. All advertisements will be billed within one week of the publication's published date. Terms will be "Net 30 days."

- Thirty (30) days to forty (40) days after the date of the original invoice, a copy of the invoice stamped with "Past Due" is mailed to advertisers.
- A second statement will be sent sixty (60) to seventy (70) days after the date of the original invoice, again stamped with "Past Due."
- Ninety (90) to one hundred (100) days after the date of the original invoice, WSNA staff will contact the advertiser via telephone and attempt to collect the amount due. A record will be kept of telephone contacts. At this time the advertiser will be notified that if payment is not made within a specified time period, a final notice with interest charged will be mailed. (11/10)
- One hundred twenty (120) to one hundred thirty (130) days after the date of original invoice, a copy of invoice, including interest charges, will be faxed to advertiser. A follow-up telephone call will be made by WSNA staff to ensure receipt of this invoice. (11/10)
- Advertising orders will not be accepted from any advertiser who is behind in their payments from the issue immediately preceding the last issue until that late payment has been received.

ANNUAL REPORT

It is the policy of WSNA to present financial information in the Annual Report.

The WSNA Treasurer presents the following information:

- Balance Sheet for current year
- Statement of Revenues & Expenses by committee representing current year

The above information is compiled by WSNA staff and is to be presented at the House of Delegates during the State Conference each year. (11/10)

AUDITS

It is the policy of WSNA that, when deemed necessary, the Finance Committee may recommend to the Executive Board that an audit of the books of the Association be undertaken.

BANK RECONCILIATION

It is the policy of WSNA for checking and savings account statements to be mailed by the bank directly to the treasurer. After the treasurer has examined the bank statements, he/she will mail them to the WSNA staff member responsible for reconciliation. Bank statements should be reconciled within one week of their receipt. (11/10)

BID REQUIREMENTS

It is the policy of WSNA to require three (3) written quotes for the following expenditures:

Printing:

Three written quotes are required for all printing expenditures exceeding \$500.

Capital Purchases:

Three written quotes are required for all purchases over \$500.

Consulting Services

Consulting services over \$500.

Insurance Carrier:

Quotes will be obtained in order to determine insurance carriers.

Lowest quote will be accepted unless quote specifications cannot be met. If the quote exceeds the budgeted amount, approval of the Executive Board will be required.

BUDGET PROCESS

It is the policy of WSNA to prepare an annual budget representing the organization's annual plan of action. It is the intent of WSNA to implement an effective budget that will do the following:

- Help WSNA focus its resources on its long-term goals
- Assist WSNA in the control of finances by setting practical limits on the amount that can be spent on specific programs and activities
- Provide a tool for WSNA to monitor actual and budgeted costs to ensure that resources are used as intended.

Steps in the Budget Process:

1. The President, President-elect, Vice-President, Treasurer, and Executive Director will meet in the fall, at a time and place to be determined by the President, in order to recommend a first draft of the budget for the following year. Information used to arrive at the first draft will include the previous fiscal year's actual revenue and expenditures as well as program plans for the following fiscal year. (11/03)
2. Within three weeks of the above meeting, the Executive Director will assemble a first draft of the budget as well as the assumptions used in the process and send it to the Finance Committee, committee chairs, and the chairs of Apple Press, Industry Seminar, and the Conference Committee for input. (11/03)
3. The Executive Director must receive any input regarding the proposed budget by January 15. Such input should include proposed revisions as well as the assumptions used to arrive at these revisions. (11/03)
4. Based upon the first draft, input from the parties involved, and consultation with the President, President-elect, Vice-President, and Treasurer, the Executive Director will compile a second draft of the budget along with the assumptions used to arrive at the draft and will send it to members of the Finance Committee. The second draft will be compiled and sent to Finance Committee at least three weeks before the first spring meeting of the Executive Board. (11/03)
5. The Treasurer or Executive Director will present the budget at the Finance Committee Meeting. The WSNA Finance Committee will make any additions and/or changes and a final recommended budget will be distributed to the Executive Board for approval at their first spring meeting. (11/03)

It is the policy of WSNA to review the current year's budget at the fall Executive Board meeting in light of the actual net revenue realized from that year's State Conference and to make adjustments as necessary to the extent that the net profit differs from the budgeted net profit. In addition, the WSNA Finance Committee will monitor the budget versus actual throughout the year and will recommend amendments to the budget when necessary. (11/03)

CHART OF ACCOUNTS

It is the policy of WSNA to maintain a chart of accounts.

All members involved with account coding responsibilities or budgetary responsibilities will be issued budget sheets that contain appropriate account titles and descriptions. The chart of accounts will be updated on a routine basis by WSNA staff and redistributed to the Executive Board. (11/10)

CHECK DISBURSEMENTS

It is the policy of WSNA to issue pre-numbered checks for payment and keep unused check supplies safeguarded.

All check disbursements will require adequate documentation in the form of receipts or invoices and should have a completed *Check Request Form* attached in order to assure that proper accounts are charged. All invoices and requests for reimbursement will be checked for mathematical accuracy and reasonableness before approval.

The President must approve disbursements. Before disbursing checks, WSNA staff will submit a list of proposed disbursements to the President with a copy to the Secretary/Treasurer. The list should include name of payee, amount, account and category to be charged. Upon receiving approval from the President, the checks may be released. This approval process can take place via e-mail, as long as such a process clearly shows the approval of the President. The approval will be filed with the check documentation. If a response is not received from the President within five days, the request may be sent to the Treasurer for approval. (11/10)

See Check Signers Policy for check signing requirements and refer to Appendix A in this manual for a Check Request Form.

CHECK SIGNERS

It is the policy of WSNA to give check-signing authority to the following positions:

- Treasurer
- Executive Director
- Executive Assistant (11/10)

Checks issued for payment of WSNA debts over \$1,000 or checks made payable to executive staff requires the signatures of the Treasurer and one other approved signer. Other checks require only one signature. (11/10) Checks issued for payment of WSNA debts over \$1,000 or checks made payable to executive staff (other than payroll checks) require the signatures of the Treasurer and one other approved signer. Other checks require only one signature. (07/14)

Payroll checks will be made by direct deposit. Prior to deposit, time sheets must be emailed to the president for approval. The treasurer will confirm the amount paid when he/she receives the monthly bank statement for approval. (07/14)

CHECK SIGNERS (cont.)

The President must approve disbursements. Before disbursing checks, WSNA staff will submit a list of proposed disbursements to the President with a copy to the Secretary/Treasurer. The list should include name of payee, amount, account and category to be charged. Upon receiving approval from the President, the checks may be released. This approval process can take place via e-mail, as long as such a process clearly shows the approval of the President. The approval will be filed with the check documentation. If a response is not received from the President within five days, the request may be sent to the Treasurer for approval. (11/10)

CONTRACT SIGNING AUTHORITY

It is the policy of WSNA to grant authority to sign contracts to the President and President-elect as long as the financial implications of the contract are included in the WSNA budget. Contracts require both signatures (11/03). The Executive Director may also be a signer of contracts as long as the financial implications of the contract are included in the WSNA Budget and approved by the President. (3/15)

If the financial implication of signing a contract is not included in the WSNA budget, Executive Board approval is required before authority to sign the contract is granted. (11/03)

CREDIT CARDS

It is the policy of WSNA to approve the use of credit cards by executive staff. (11/10)

It is the policy of WSNA to accept credit cards (American Express, Discover, MasterCard & Visa only) in payment for all WSNA events. (11/10) (3/15)

EXPENSE REIMBURSEMENT

It is the policy of WSNA to issue expense reimbursements within 15 days of receipt of the request for reimbursement. (11/03)

All expense reimbursements will require adequate documentation in the form of receipts or invoices and should have a completed *Check Request Form* (Appendix A) attached in order to assure that proper accounts are charged. If the receipt is a merchant's tape that shows price only and not a description, a brief description should be added next to each item on the tape. All requests for reimbursement will be checked for mathematical accuracy and validity before approval. (11/03)

FEDERAL IDENTIFICATION NUMBER

Chapters must apply for their own identification numbers and may not use the State Federal Identification number. (11/03)

FINANCIAL STATEMENTS

It is the policy of WSNA to prepare and distribute internal financial statements that will include the Balance Sheet, and an income and expense report by committee at each Finance Committee and Executive Board meeting. These statements will be prepared in accordance with generally accepted accounting principles. (11/03)

INDEPENDENT CONTRACTORS

It is the policy of WSNA to evaluate criteria established by the IRS when assigning individual employee or independent contractor status. If compensation is \$600 or more, individuals qualifying as independent contractors will complete a W-9 form and will be issued IRS Form 1099. (11/03)

INSURANCE

It is the policy of WSNA to maintain adequate insurance coverage and limitations to adequately meet the needs of WSNA, its members and employees. (11/03)

INVESTMENTS

In general, the primary object of the Investment Policy is the “preservation of capital.” (11/03)

The decision to invest cash in approved investments must be made by the Finance Committee. (11/03)

The Executive Director of WSNA will make status reports on investments at each Finance Committee and Executive Board meeting. (11/03)

IRS FORMS

It is the policy of WSNA to allow public access to IRS Forms 990 and 990T. This access will be provided at a time and place mutually agreeable between WSNA and the individual requesting the inspection. Request for copies of these forms may be denied, and will not be mailed under any circumstance without the approval of the Finance Committee. (11/03)

It is the policy of the organization to compile IRS Form 1099 for all individuals receiving \$600 or more from the organization for services rendered. (11/04)

LOGO

It is the policy of WSNA to include the WSNA logo on all official forms used by the organization. (11/03)

The WSNA logo is not to be used by chapters or others except by permission of the Executive Finance Committee. (11/07)

MAILING LIST RENTALS

It is the policy of WSNA not to disclose membership mailing information to outside sources. (11/03)

NONSUFFICIENT FUNDS CHECKS

It is the policy of WSNA to include checks returned by the bank because of non-sufficient funds in the accounts receivable non-sufficient funds account in the accounting records. (11/03)

If the checks in question are eligible for redeposit, the subsequent deposit will reduce the receivable account accordingly. (11/03)

If the checks in question are prohibited from redeposit, executive staff will contact the maker of the check by phone and implement the following procedures:

- If the check is in payment for a workshop, seminar, class or conference, and a new check can be submitted 30 days or more before the event, a new check will be accepted. That check must be for the original amount plus whatever fee WSNA has incurred as a result of depositing the NSF check.
- If the check is in payment for a workshop, seminar, class or conference, and a new check cannot be submitted 30 days or more before the event, a money order or cashier's check may be accepted. That payment must be for the original amount plus whatever fee WSNA has incurred as a result of depositing the NSF check. As an alternative, the maker may choose to pay cash at the time of the event. The cash payment must be for the original amount plus whatever fee WSNA has incurred as a result of depositing the NSF check.
- If the check is in payment for other than a workshop, seminar, class or conference, telephone and written follow-up will continue on a monthly basis until the amount of the original check plus pertinent bank fees is collected. In addition, any applicable services will be withheld until such time as the debt is collected. (11/10)

PURCHASE ORDERS

It is the policy of WSNA to neither issue nor accept purchase orders. (11/03)

RECORD RETENTION AND DESTRUCTION

It is the policy of WSNA to retain records as required by law and to destroy them when appropriate. (11/03)

The formal record retention policy of WSNA is as follows:

<u>Type of Record</u>	<u>Retain For</u>
Accounting Journals & Ledgers.....	Permanently
Apple Press	7 years (4 copies)
Bank Deposit Records.....	7 years
Bank Reconciliations	7 years
Cancelled Checks	7 years
Contracts (Expired)	5 years
CPA Audited Financial Statements	Permanently
CPA Advice Letters	Permanently
Depreciation Records.....	Permanently
Expense Records	4 years
Invoices (Accounts Receivable)	4 years
Minutes of Executive Board and HOD.....	Permanently
Payment Records	4 years
Payroll Records.....	Permanently
Tax Records	Permanently (11/03)

REFUNDS

It is the policy of WSNA to publish the Refund Policy on registration forms. (11/03)

The following policies and procedures apply to refunds requested for meeting registrations:

- A full refund is granted up to two weeks prior to the meeting less a processing fee of \$15.
- No refund is allowed if requested after the meeting has taken place.
- Partial refunds may be granted at the discretion of the Finance Committee. (11/03)

Refunds issued will reduce the corresponding revenue account accordingly. (11/03)

STATE CONFERENCE

It is the policy of WSNA to adhere to the following procedures for the State Conference:

- **Cash Receipts/Reconciliation/Bank Deposits (Prior to Conference)**
All registrations and exhibit fees will be sent to the designated executive staff member. At the conclusion of a conference, the appropriate Deposit Recap Form should be completed (Appendix B: Exhibits; Appendix C: Registration) for all money received. (11/10)

STATE CONFERENCE (cont.)

Checks should be endorsed using the WSNA endorsement stamp. Checks should be endorsed as soon as they are received. If requested by the vendor or registrant, a receipt should be written using the receipt book provided. (11/03)

At a minimum, deposits must be made on a bi-weekly basis. Deposit slips must be completed in duplicate. A copy of the deposit slip, the deposit receipt and the corresponding completed "Deposit Recap" form must be retained with the financial records of the Association. (11/03)

A final formal reconciliation sheet (Appendix D, E) will be completed by the designated executive staff member within four weeks of the end of conference and will be retained with Conference records. (11/10)

- **Cash Collection/Receipting/Reconciliation (During Conference)**

A locked cash box will be kept in a secure place at the Registration Desk. Money collected during conference for registration, meals, etc., will be placed in the box for safekeeping. Checks received will be stamped with the deposit stamp immediately upon receipt. The Executive Director or designee will collect any money received at the end of the registration time each day. Meal or event tickets issued on-site will be pre-numbered, with all unused tickets being returned in the cash box at the end of each day. A written receipt should be prepared in duplicate for any money collected during Conference. These receipts, along with registration forms, membership applications, and other documentation will be used in reconciling cash on hand. (See Appendix F) (11/03)

- **Check Requests/Distribution**

All requests for checks to pay for speakers and/or vendor invoices to be distributed during State Conference should be requested through the designated executive staff member approximately ten (10) days prior to Conference. (11/10)

On-site requests for checks will be handled following the same procedures that have been established by the WSNA for routine business activities. Payments of invoices on-site are discouraged and vendors should be asked to expect payment immediately within ten (10) days following Conference if this is at all possible. Blank checks will **not** be issued for completion at Conference.

- **Equipment**

The following equipment is necessary:

- Cash box for Registration

- **Exhibitors**

Exhibitors must pay exhibit fees in full before being allowed to set up for exhibits. Any money collected at exhibits shall be recorded. Checks and a record of checks will be taken to the locked cash box at the registration booth.

- **Submitting Expenses for Reimbursement**
 All expenditures must be within budgeted amount. Conference committee chairs may request reimbursement for expenditures up to \$150. Requests for reimbursements must be submitted in writing on the WSNA Check Request Form. The requestor should keep a copy of the request for his/her own records and submit the original of the form to the designated executive staff member along with documentation (signed receipts, invoices, etc.) for the expenditure. If the receipt is a merchant's tape that shows price only and not a description, a brief description should be added next to each item on the tape. Expenditures over \$150 should be billed directly to WSNA by the vendor (see Billing of Large Amounts, below). (11/10)
- **Submitting Requests for a Cash Advance**
 A cash advance may be requested for up to \$150. Requests for advances must be submitted in writing on the WSNA Check Request Form. The requestor should include the amount being requested and the explanation of the request. The requestor should keep a copy of the report for his/her own records and submit the original copy of the form to the designated executive staff member. When the advance has been exhausted or at the end of conference, whichever come first, it is the responsibility of the requestor to submit receipts documenting the expenditure of the advance. Receipts must be attached to the WSNA Check Request Form, with "Documentation of cash advance" written on the form and an itemized list of expenses. The documentation should be sent to the designated executive staff member. Any unexpended amount from the advance must be returned to WSNA in care of the designated executive staff member. (11/10)
- **Billing of Large Amounts**
 For payment of amounts over \$150, a completed WSNA Check Request Form with the invoice attached must be sent to the designated executive staff member. (11/10)
- **Refunds**
 Requests for refunds of registration or exhibitors fees must be submitted to the designated executive staff member no later than two weeks prior to Conference. A \$15 service charge will be assessed for each refund of registration or exhibitors fees. (11/10)
- **Conference Finance**
 The executive staff is responsible for keeping detailed income and expenditure records for the conference and for providing information to the Conference chair and committee to insure that budgeted amounts are not exceeded. (11/10)

TRAVEL

Travel Authorization

It is the policy of WSNA to reimburse authorized members for all WSNA-related travel expenses. Such reimbursement shall be made in accordance with the WSNA Reimbursement Policy.

Transportation, lodging, or per diem expenses shall not be reimbursed for any member of WSNA except as provided in this section.

Reservations for transportation and housing will be made by the WSNA Executive Director. WSNA officers or committee members who are approved for travel by the Executive Board and who are representing WSNA on official business will be reimbursed for meals, and other essential travel expenditures that fall within the budgeted amount for that event. (Example: The budgeted amount for travel to a conference is \$3,600 for 3 people. Each of the three members is allowed \$1,200 as a total expenditure and will not be reimbursed above that amount.) The member will pay additional expenditures incurred. (11/03)

WSNA members receiving reimbursement from any other source shall not be entitled to claim expenses.

WSNA members not representing WSNA while attending a WSNA- or SNA-sponsored event shall not be entitled to claim expenses. (11/10)

Maintenance of the list of authorized persons approved to travel at Association expense is the responsibility of the Executive Director. The term “member” in the paragraphs of this section refers only to these authorized persons. (11/03)

When representing WSNA and receiving reimbursement, that individual is to attend all official and scheduled meetings.

Travel Advances

It is the policy of WSNA to issue no travel advances for in-state travel. (11/03)

It is the policy of WSNA to issue travel advances to authorized individuals who have submitted a WSNA Check Request Form (Appendix A) at least 30 days prior to departure for a national conference. (11/03)

Authorized members requesting budgeted funds may request a cash advance from the Executive Director. Cash cannot exceed \$150. When the requesting member signs for the advance funds, that member is responsible for their effective use and safekeeping. A financial statement, itemized receipts, and unused funds must be returned to the Executive Director within 60 days. (11/03)

TRAVEL (cont.)

Travel Expenses

It is the policy of WSNA to establish travel expense limitations and guidelines as follows:

Personal Mileage – Members will be reimbursed for use of their personal cars on WSNA business at the current rate per mile authorized by the US Internal Revenue Service or the State of Washington, whichever is less. The Executive Director will contact the IRS and the State of Washington each January to determine the rate to be used for that year and will notify the Executive Board. (11/03)

Public Carrier – The most cost effective means of travel, such as coach airfare, must be used. Receipts are necessary.

Air versus Auto –

- When a member must travel on Board business across the state, the member may choose either option. If the option for air travel is selected, the Executive Director will make the necessary travel arrangements.
- If the member chooses to drive, he/she will be reimbursed for either the mileage driven or the amount for air travel, whichever is less. The air travel amount will be determined by the amount of round-trip airfare two weeks prior to the event plus airport parking and round-trip mileage to the airport. If more than one member is traveling on Board business in the same auto, the costs of air travel for the additional member(s) will also be taken into account. Total reimbursement, however, will not exceed the normal mileage reimbursement.
- The Executive/Finance Committee may make exceptions to this policy on a case-by-case basis for extenuating circumstances (such as the need to transport bulky items that make air travel cumbersome.) (3/06)

Lodging –

- Lodging (and related meals) will be allowed only when a meeting is held more than 60 miles from the traveling member's starting point. If extenuating circumstances exist, an appeal may be made to the Executive Committee for approval of lodging and meals for a lesser distance.
- Reservations will be made on the basis of double occupancy, at the minimum. Exceptions will be made when the gender or number of members attending make such an arrangement impossible. (11/03)
- Members are encouraged to share rooms in order to minimize expense to the Association.
- Should a member wish to occupy a single occupancy room, the member must pay for the room at checkout and will be reimbursed for the basic room charge at half the rate of a double occupancy room plus applicable taxes. Itemized receipts are necessary.

TRAVEL (cont.)

Meals –

- Members will be reimbursed for meals and tips at a rate not to exceed \$51 per day, with a limit for partial days to be: Breakfast, \$12; Lunch, \$15; Dinner, \$24. These figures include applicable taxes and tips. (8/10)
- No reimbursement will be allowed for alcoholic beverages.
- Exceptions as needed may be approved by the Finance Committee. (11/10)

Taxi – Actual taxi fares, including tips, will be reimbursed entirely. Receipts are necessary. Tips must be noted on taxi receipts.

Tips – A tip of \$1 per bag for baggage handling will be reimbursed. Receipts are not required.

Parking & Tolls – Parking fees and toll expenses will be reimbursed. Receipts are necessary. When receipts are not available, the member will submit a signed request indicating that receipts were not available.

Car Rentals – Car rentals will be reimbursed if pre-approved by the Finance Committee. Requests must be submitted in writing in care of the Executive Director at least 15 days prior to departure. Receipts are required. (11/03)

Telephone – Telephone expenses will be reimbursed for WSNA business only.

Board Meeting prior to Conference – Lodging for the night prior to the board meeting will be paid only if the attendee must leave home prior to 7 a.m. in order to attend the meeting. Meals will be reimbursed according to the policy outlined above. No other expenses shall be reimbursed. (03/04)

Committee Meetings – Expenses incurred by committee members while attending committee meetings at times other than during the annual WSNA Conference shall be defrayed by WSNA at the current approved rates.

Non-Board Members – Non-board members, who at the request of the President, are asked to report to the Executive Board, may have expenses reimbursed by WSNA at the current approved rates.

Travel Claims and Reimbursement

All claims for reimbursement must be submitted to the Executive Director on the printed WSNA Check Request Form (Appendix A). Such claim must be submitted within 60 days of the expenditure. (11/03)

TRAVEL (cont.)

Travel expense reimbursements will be distributed or mailed within 30 days of receipt of properly approved requests submitted on the WSNA Check Request Form (Appendix A) with all receipts attached. (11/03)

VOIDED CHECKS

It is the policy of WSNA to document every check that has been voided, regardless of the reason. (11/03)

Voided checks will be marked “VOID” in the place for signatures and will be voided in the system. The voided checks will be filed in sequential order with the cancelled checks. (11/10)

If voided checks are not physically available, the copy of the bank’s stop-payment order will be filed in a Stop-Payment Order File. (11/03)

WORKSHOPS/SEMINARS

It is the policy of WSNA to adhere to the following procedures for the workshops and seminars:

- **Cash Receipts/Reconciliation/Bank Deposits (Prior to event)**

Checks should be endorsed using the WSNA endorsement stamp. Checks should be endorsed as soon as they are received. If requested, a receipt should be written using the receipt book provided. (11/03)

At a minimum, deposits must be made on a bi-weekly basis. Deposit slips must be completed in duplicate. A copy of the deposit slip and the deposit receipt must be retained with the financial records of the Association. (11/03)

A final formal reconciliation sheet will be completed by the executive staff within four weeks of the end of the event and will be retained with event records. (11/10)

- **Cash Collection/Receipting/Reconciliation (During Event)**

Money collected during an event for registration, meals, etc., will be placed in a secure place. Checks received will be stamped with the deposit stamp or endorsed by hand with “WSNA Deposit Only” immediately upon receipt. A written receipt should be prepared in duplicate for any money collected during the event. These receipts, along with registration forms and other documentation will be used in reconciling cash on hand. (See Appendix F)

- **Check Requests/Distribution**

All requests for checks to pay for speakers and/or vendor invoices to be distributed during the event should be requested through the Executive Director approximately ten (10) days prior to an event. (11/03)

WORKSHOPS/SEMINARS (cont.)

On-site requests for checks will be handled following the same procedures that have been established by WSNA for routine business activities. Payments of invoices on-site are discouraged and vendors should be asked to expect payment immediately within ten (10) days following an event if this is at all possible. Blank checks will **not** be issued for completion at the event.

- **Door Prizes**

WSNA funds will not be used as cash door prizes nor to purchase door prizes for any sponsored event unless the item has been purchased for some activity or purpose relating to the event. (03/06)

- **Exhibitors**

Exhibitors must pay exhibit fees in full before being allowed to set up for exhibits.

- **Submitting Expenses for Reimbursement**

Requests for reimbursements must be submitted in writing on the WSNA Check Request form (Appendix A). The requestor should keep a copy of the request for his/her own records and mail the original copy to WSNA executive staff along with documentation (signed receipts, invoices, etc.) for the expenditure. If the receipt is a merchant's tape that shows price only and not a description, a brief description should be added next to each item on the tape. (11/10)

Expenditures over \$150 should be billed directly to WSNA by the vendor (see Billing of Large Amounts, below). (11/03)

- **Refunds**

Requests for refunds of registration or exhibitors fees must be submitted on the two weeks prior to the event. A \$15 service charge will be assessed for each refund of registration or exhibitor fees. (11/03)

- **Billing of Large Amounts**

For payment of amounts over \$150, a completed Conference Expense Request form (Appendix G), with the invoice attached must be sent to the Executive Director. (11/03)

- **Event Finance**

WSNA executive staff is responsible for keeping detailed income and expenditure records for the event and for providing information to the Event Chairperson to insure that budgeted amounts are not exceeded. (11/10)

- **Complimentary Workshop Registration**

Registration fees will be waived for presenters and WSNA board members who work at fall and spring workshops. (3/03)

- **Minimum Workshop Registration**

A minimum workshop registration of 50 with a postmark date of 17 days prior to a workshop is required in order for the workshop to be held. (7/05)

WRITE-OFF OF OLD CHECKS

It is the policy of WSNA to write off checks over 12 months old in conjunction with year-end procedures if the checks in question do not exceed \$150. When checks exceed this amount, contact with the payee will be initiated to resolve the issue. (11/03)

A letter will be sent to the payee of any outstanding checks that have become six months old. (11/03)

Written-off checks will be credited to miscellaneous revenue. A record of written-off checks will be retained with the year's financial records and the tax records for the year. (11/03)

PAC DONATIONS

The PP&L Chairperson(s) will coordinate "Back the PAC" fundraising activities at association events. PP&L chairpersons or designees will count contributions, with a minimum of 2 counters. Following each event, obtain money order made out to: SNA PAC and send contributions to SNA PAC on behalf of WSNA, return receipts to WSNA Executive director for report to WSNA board. (3/15)



STANDARDS OF BUSINESS CONDUCT

Board of Director Members

I. GENERAL POLICY

It is the intent of the Washington School Nutrition Association (WSNA) to carry out its mission and activities in accordance with the highest ethical standards. This requires compliance with WSNA Standards of Business Conduct by all members in state leadership positions, in all actions and transactions.

As referred to in this Policy, members of the leadership, or “Member Leaders”, shall include: Officers, members of the Board of Directors, chairs and the State Agency Liaison.

Other Board policies and Association governing documents also affect Member Leaders’ conduct. The Association’s success depends upon maintaining a strong ethical and positive public reputation. Therefore, in many instances these Standards of Business Conduct go beyond the requirements of law or of those other documents. Together with other applicable policies and guidelines of the Association, compliance with these Standards of Conduct will help protect the Association’s reputation for honesty and integrity.

The Standards cannot address every applicable law, regulation or policy and provide answers to all questions that might arise. Member Leaders must ultimately rely on their good judgment in determining what is the right course of action and when it is appropriate to seek guidance from association leadership.

II. SPECIFIC POLICIES

In order to achieve the highest standards of conduct for WSNA activities, the following Specific Policies are adopted to supplement and clarify the General Policy. Specific Policies may apply to certain leadership positions, but not to others, as specifically noted.

A. Compliance with Federal, State and Local Laws and Regulations

Obeying the law, both in letter and in spirit, is one of the foundations on which the Association’s Standards of Business Conduct have been developed. All Member Leaders must respect and obey the laws of the jurisdictions in which the Association operates. Although not all Member Leaders are expected to know the details of these laws and regulations, it is important to use good judgment and seek advice and counsel from others when there are questions or a need for clarification of the Policy.

B. Conflict of Interest

All Officers, Directors, and other members holding leadership positions within the Association, as defined above, shall scrupulously avoid any conflict between their respective individual interests and activities and the interests of WSNA. It is intended that members holding national elected or appointed leadership positions shall give their undivided loyalty to WSNA, its mission and its goals, and their fiduciary obligations of loyalty, care and obedience, in any and all actions taken by them on behalf of WSNA in their leadership capacities.

- Product endorsements shall not be made by Member Leaders nor shall they appear in any advertisements, industry articles or industry-contributed articles featuring endorsement of any product, company, service or industry during their term of office. Member Leaders may not work in an exhibitor booth during any WSNA meeting.

Exception: Member Leader industry members are exempt from this provision.

- Member Leaders may not serve on advisory boards or boards of directors in other non-profit or for profit organizations that do not consistently share WSNA's policy views, in order to avoid a possible conflict of interest and the possible perception that WSNA endorses that organization's policies and activities.

This specific policy applies to all Member Leaders.

- Member Leaders may not serve on advisory boards or boards of directors of organizations that have publications, trade shows or other events that compete with WSNA for advertisers, exhibitors or sponsors.

Exception: Member Leader industry members are exempt from this provision.

- Member Leaders may be offered gifts, hospitality or entertainment from persons or entities with which the Association has relationships, such as vendors, sponsors, advertisers, exhibitors, joint ventures, hospitality or transportation industry sales representatives or others.
 - Gifts or entertainment from persons or organizations with which the Association has relationships must support the legitimate interests of the Association.
 - Member Leaders should avoid accepting gifts of more than a nominal value of \$100. Your employer may have a more restrictive policy. Exceptions to this policy must be approved by the Board of Directors through the process outlined in Section F, Administration of the Policy.

This specific policy applies to all Member Leaders.

- Compensation is not permitted if such compensation may directly or indirectly affect the Member Leader's work with the association.

This Specific Policy applies to all Member Leaders.

- Member Leaders shall not solicit or accept any form of compensation from WSNA for services provided by them during their term.

This Specific Policy applies to all Member Leaders.

- If any Member Leader derives or appears to derive a personal gain or benefit from a transaction with WSNA, or shall have any direct or indirect interest in, or relationship with, any individual or organization:
 - which proposes to enter into any business transaction with WSNA; or
 - which proposes to render or employ services, personal or otherwise, to WSNA; or
 - which may be seen as competing or conflicting with the interests or concerns of WSNA,

the Member Leader shall promptly provide notice of such interest or relationship to the President. The President will notify the Board of Directors.

The Board of Directors may decide on the appropriate action. Regardless of the Board of Directors' decision whether to proceed with the transaction or not, if the Member Leader is a member of the Board of Directors, they shall refrain from voting or otherwise attempting to affect any decision for WSNA to participate or not to participate in such a transaction, and the manner and terms of such participation.

Minutes of applicable meetings should reflect that such disclosure was made and that such Member Leader was excused from the discussion and abstained from voting on the matter.

Examples that are a Conflict of Interest

In order to clarify the policy, and to address interpretation questions that have been raised from time to time, the following are examples of conflicts of interest:

- a) Having a direct financial or close personal interest in a company or product which could be affected by a decision of the Board of Directors, a committee or a council, on which the Member Leader serves.

Exception: Member Leader industry members are exempt from this provision.

- b) Appearing on vendor web sites, advertisements or other opportunities endorsing or implying endorsement of a product or service.

Exception: Member Leader industry members are exempt from this provision.

- c) Serving simultaneously on the SNA board of directors, whether as a voting or non-voting member, while serving as an Officer or Director on the WSNA Board of Directors.

Exception: State Agency Liaison who sits on the SNA board is exempt from this provision.

- d) Serving as a spokesperson or in a leadership role in another organization with which WSNA does not share consistent policy views.
- e) Accepting a fee to speak or provide training at a state affiliate meeting or conference or speaking at state conferences representing the Board of Directors and then speaking at a break out session for a fee, representing one's own consulting business.
- f) Accepting a WSNA sponsored Scholarship.
- g) Consulting work of any kind that may impact the impartiality and objectiveness of decisions or issues that come before the Board of Directors, committees or councils.
- h) Accepting gift cards or contest prizes with a value >\$100 from industry members, exhibitors or other organizations at state events or if prohibited by employer policy.
- i) Maintaining paid or unpaid advisory relationships with an industry company.

Exceptions: Member Leader industry consultants are not subject to restrictions on speaking fees or advisory board or other board relationships with an industry company.

The above list of conflicts of interest is provided for information only and is not exhaustive.

Examples that are not a conflict of interest

For additional clarification, the following are examples of activities that normally are not considered conflicts of interest:

- a) Consulting work that does not impact the ability to be impartial or objective on decisions or issues that come before the Board of Directors, a committee or a council, such as providing meal planning expertise to another school district, managing a purchasing cooperative, consulting with another organization that does not have certain school nutrition program expertise available to it, etc. for compensation.

- b) Training for the Institute of Child Nutrition (ICN) for compensation.
- c) Training on school nutrition programs, management and administration topics in school districts for compensation.
- d) Teaching school nutrition content at a community college or in other academic settings or institutions for compensation.
- e) Writing and publishing books on school nutrition content, including royalty income, if the book is consistent with WSNA policies.

The above list of examples that are not conflicts of interest is provided for information only and is not exhaustive.

C. Financial Fiduciary Responsibilities

- Member Leaders should deal fairly and in good faith with all persons with whom the Association has financial transactions and business relationships. No Member Leader should take unfair advantage of anyone through misrepresentation or any unfair business practice.
- Member Leaders should avoid all personal financial transactions with persons or entities that may influence their ability to perform their fiduciary duties to WSNA fairly and objectively.
- Financial records and reports should be accurate, timely and in accordance with any applicable Federal or state laws or accounting rules or principles. All reports made to government authorities must be complete, accurate and timely.
- Association documents should never be falsified or distort the true nature of any transaction.
- All transactions must be supported by accurate documentation.
- Member Leaders must cooperate with audits of financial records, as requested.
- Member Leaders must observe all of WSNA's financial recordkeeping, reporting and expense reimbursement policies.

D. Use of Association Physical Assets

Association physical assets are to be used only for Association purposes, not personal use. Physical assets include the Association's equipment, computers and software, technology and data base information. The occasional minor personal use of some Association physical assets is not an issue.

- Member Leaders may not take away from the Association any opportunity for financial gain that arises or is discovered because of their use of Association property or information.
- Deliberate misuse of Association physical assets is a violation of the Policy, may be considered theft and may result in disciplinary action or criminal prosecution.
- Association computer systems and equipment are meant for Association business use only. For example, they should never be used for outside businesses, illegal activities, gambling or pornography.

E. Confidential and Proprietary Information

It is the obligation of Member Leaders to safeguard the Association's confidential and proprietary information. Information that is identified as confidential or proprietary information is not to be shared with anyone outside the Association unless authorized for disclosure by the President.

Confidential and proprietary information is any information that has not been disclosed or made available to the membership and the general public. It includes items such as financial data, plans for acquisitions or divestitures, evaluations of joint ventures or other endeavors, association policy positions, personal information about Member Leaders, members or employees, material contracts, financial arrangements, major management changes and other Association developments.

Members of the Board of Directors sign a confidentiality agreement at the beginning of each year at the Annual State Conference (ASC) in July/August. The members of the Board sign additional confidentiality agreements as needed for specific topics. A statement about the confidentiality of the proceedings is read at the beginning of each Board meeting.

Board committee chairs are required to sign a confidentiality agreement at the beginning of the committee members' terms or at the beginning of the year, at ASC in July/August.

F. Administration of the Policy

Distribution of the Policy During the Nominations Process for Elected Positions:

- Potential candidates for elected positions on the WSNA Board of Directors shall be provided a copy of the Standards of Business Conduct Policy. Each candidate will be asked to acknowledge in writing that they have read and understood the Policy and intend to comply with it, from the date of their election through their term of office.

Distribution of the Policy Upon Installation of Elected Members of the Board of Directors:

- Each member of the Board of Directors will sign a Standards of Business Conduct Policy at the beginning of the year, at the First Board Meeting and Orientation at the close of the Annual State Conference (ASC).

Process for Reporting and Resolving Compliance Issues

Member Leaders should take all responsible steps to prevent violations of this Policy. As issues and questions arise on compliance with the Policy, they shall be resolved as follows:

- Members or Member Leaders should contact the Executive Director when they have an issue or concern about compliance with this Policy. The Executive Director will consult with the President in interpreting the policy, as necessary, and then will follow up with the affected member or Member Leader.
- If the member or Member Leader is not satisfied with the interpretation provided by the Executive Director and the President, has a different interpretation of this Policy or if there are extenuating circumstances, the matter will be referred to the Ethics Committee of the Board of Directors by the President. If necessary, legal council may be involved in these first 2 steps.
- Members or Member Leaders who makes a report anonymously must recognize that the Association will then be unable to follow up for further information or to inform them of the disposition of the report.
- The Ethics Committee shall review the issue, and if necessary and appropriate, shall conduct a prompt investigation, including requesting relevant documents and interviewing witnesses. The Ethics Committee shall make a recommendation to the Board of Directors based on their investigation and interpretation of this Policy.
- The Board of Directors shall either ratify the Ethics Committee's recommendation, or return the issue to the Ethics Committee for further investigation or vote to dismiss the issue.
- The Board of Directors may take corrective and or disciplinary actions which may include, alone or in combination with, a letter of warning, a letter of reprimand, revocation of a Member Leader's position or other appropriate action, as deemed appropriate by the Board of Directors.

Anyone who retaliates against another member for reporting known or suspected violations of this Policy will be in violation of the Policy. Retaliation may also be a violation of law; as such, it could subject both the individual offender and the Association to legal liability.

- The President will communicate the Board of Directors' decision in writing to the member and/or Member Leader who raised the issue.
- Copies of decisions by the Board of Directors will be maintained by the Association and made available to auditors or investigators, as required.

This Policy shall be reviewed annually for the information and guidance of all members who serve the Association in a leadership capacity.

Approved: July 2011; Revised and Approved July 23, 2017
BOARD OF DIRECTORS
WASHINGTON SCHOOL NUTRITION ASSOCIATION

**Washington School Nutrition Association
POTENTIAL CONFLICTS OF INTEREST**

**EXECUTIVE BOARD MEMBER STATEMENT REGARDING
CONFIDENTIALITY, COMPETITION AND DISCLOSURE**

I have been elected to serve on the Executive Board of the Washington School Nutrition Association (WSNA).

I understand that my sources of income and financial interests and/or my business dealings with WSNA may create a conflict of interest or apparent conflict of interest.

I understand that as an Executive Board member that I cannot endorse a product(s) of one of our industry partners nor shall I appear in any advertisements or industry articles featuring endorsement of any product, company, service or industry-contributed articles featuring endorsement of any product, company service or industry during my term of office. As an Officer or Board Member of WSNA, I shall refrain from appearing in industry advertisements/ promotions and never work in an exhibitor booth during any WSNA meeting.

I agree not to serve on advisory boards that have publications, trade shows or other events that compete with WSNA for advertisers, exhibitors or sponsors.

I agree to disclose any significant source of income or other financial interest I or an immediate family member has which may be directly or indirectly affected by a decision of WSNA and/or its Executive Board, and/or any significant interest I or an immediate family member has in an organization which WSNA is dealing or with which it is considering conducting business, either at the time of my appointment (or when this policy is implemented) or when that information is relevant to matters under consideration by the Executive Board on which I serve.

I agree that if my income or other financial interest may be directly or indirectly affected by an action or decision of WSNA or its Executive Board, or my interest involves an organization with which WSNA is dealing or considering dealing, I will not vote on the transaction under consideration and will excuse myself from the meeting while the matter is under consideration unless the remaining Executive Board members request that I participate in the discussion.

I understand that it is my responsibility to update this information if there are changes in the sources of my income, my other financial interests, organizations with which WSNA is considering business, and/or the impact of WSNA's actions may have on these interest.

I understand that if I have questions regarding a potential conflict of interest that I should confer with the Executive Board's Ad Hoc Ethics Committee that is appointed annually.

I further understand that the information that I provide in this statement may be provided to other members of the Executive Board and/or officers of WSNA

I further understand that in the course of my duties on the Executive Board, I will have access to confidential information about WSNA's operations. I agree that during and after my service on the Board, I will not disclose any such information to any person or entity, other than the officers, agents and employees of WSNA, except as the WSNA specifically authorizes or directs me in writing. I will observe any requirements or procedures that WSNA may require for the protection of the confidentiality of such information. I understand that any questions as to what information is confidential will be referred to, and resolved by, the President of the Association.

Printed Name

Date

Signature

Approved July, 2011

Section II
Washington School Nutrition Association Board of Directors
Whistleblower Policy

GENERAL

The Washington School Nutrition Association's (WSNA) Standards of Business Conduct ("Standards") for the WSNA Board of Directors requires members of the Board to observe high standards of business and personal ethics in the conduct of their duties. As representatives of WSNA, they are expected to practice honesty and integrity in fulfilling their WSNA responsibilities and to comply with all applicable laws and regulations.

REPORTING RESPONSIBILITY

It is the responsibility of all directors and officers to comply with the Standards and to report violations or suspected violations in accordance with this Whistleblower Policy.

NO RETALIATION

No director or officer who in good faith reports a violation of the Standards shall suffer harassment or retaliation. This Whistleblower Policy is intended to encourage and enable directors, officers and others to raise serious concerns within WSNA prior to seeking resolution outside WSNA.

REPORTING VIOLATIONS

Suspected violations of the Standards should be reported to the WSNA Secretary/Treasurer, who has specific and exclusive responsibility to investigate all reported violations. Violations must be submitted in writing and should include as much detail and documentation as possible to facilitate an investigation.

REPORTING INDIVIDUAL

The WSNA Secretary/Treasurer is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Standards. At his/her discretion, the WSNA Secretary/Treasurer shall advise the Executive Director and/or the Audit Committee. As chair of the Audit Committee, the WSNA Secretary/Treasurer has direct access to the Audit Committee of the Board of Directors and is required to report to the Audit Committee at least annually on compliance activity.

ACCOUNTING AND AUDITING MATTERS

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

ACTING IN GOOD FAITH

Anyone reporting a violation or a suspected violation of the Standards must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Anyone submitting allegations that prove not to be substantiated, prove to have

Whistleblower Policy (cont.)

been made maliciously, or prove to have been made with knowledge that they were false, will be regarded as having committed a serious offense.

CONFIDENTIALITY

Violations or suspected violations may be submitted on a confidential basis or may be submitted anonymously to the WSNA Secretary/Treasurer by the complainant. (epryan47@comcast.net) Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

HANDLING OF REPORTED VIOLATIONS

The Secretary/Treasurer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

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Section II

Washington School Nutrition Association Antitrust Policy Guideline

Introduction

The Washington School Nutrition Association and its affiliated foundations have a policy of strict compliance with federal and state antitrust laws. All WSNA members are expected to adhere strictly to the policy not only at formal WSNA meetings but also in informal contacts with other industry members and communications with the public. This Antitrust Policy Guideline has been developed to provide a general overview of the antitrust laws as applied to trade associations and to assist members in conducting WSNA-related activities in conformity with those laws.

These guidelines are intended to: (1) prevent the occurrence of an actual antitrust violation in the course of WSNA activities, and (2) prevent inadvertent conduct which might give the appearance of an antitrust violation to someone unfamiliar with WSNA's nature and purposes. They are designed to protect you, your employer and WSNA from any accusation of wrongdoing arising out of your participation in WSNA activities.

Accomplishment of these objectives is everyone's responsibility. We urge you to keep this document handy, and to refer to it whenever you have any question about the antitrust implications of any activity you might undertake under the auspices of WSNA. We also urge you to advise your colleagues at work of WSNA's comprehensive antitrust compliance program, so that you can count on their continued support in your WSNA activities.

Overview of the Antitrust Laws

There are four principal federal antitrust laws:

- The Sherman Act prohibits agreements that unreasonably restrain competition and monopolizing, or attempting to monopolize, a market through unfair means.
- The Clayton Act prohibits certain specific types of conduct, such as specific exclusive dealing and "tying" arrangements, certain mergers that may harm competition, and certain interlocking corporate directorates.
- The Federal Trade Commission Act generally prohibits the same practices barred by the Sherman and Clayton Act, and also prohibits practices that are unfair and deceptive, such as making false or misleading claims about a product or service.
- The Robinson-Patman Act prohibits price discrimination against customers and certain other kinds of discriminatory practices, such as discriminatory promotional allowances and unlawful brokerage payments.
- In addition, the Hart-Scott-Rodino Antitrust Improvements Act regulates mergers.

Every state of the United States has some form of antitrust law as well, which is usually interpreted and applied similarly to the federal laws (although some state laws have unique provisions, particularly in the area of unfair competition). Activities in the United States and other countries also may violate antitrust laws of foreign countries.

Enforcement and Penalties

The consequences for violating the antitrust laws can be severe, including stiff fines and treble damages assessed on the association and its leaders, jail sentences for individuals who participated in the violation, and/or a court order dissolving the association or seriously curtailing its activities. The antitrust laws can be enforced by government agencies such as the U.S. Department of Justice, the FTC and state attorney general's offices. Private parties such as competitors and consumers who are harmed by the anticompetitive conduct of others may bring suit for violations and might recover three times the amount of damages suffered, plus the costs of bringing suit including attorneys' fees.

In addition to the Association's firm commitment to the principle of competition served by the antitrust laws, the penalties which may be imposed upon both the Association and its individual members and affiliated corporate and other organizations involved in any violation of the antitrust laws are so severe that good business judgment demands that every effort be made to avoid any such violation. Certain violations of the Sherman Antitrust Act, such as price-fixing, are felony crimes for which individuals may be imprisoned for up to three (3) years or fined up to \$350,000, or both, and corporations can be fined up to \$10 million for each offense. In addition, treble damage claims by private parties (including class actions) for antitrust violations are extremely expensive to litigate and can result in judgments of a magnitude which could destroy the Association and seriously affect the financial interests of its members.

It is the responsibility of every member of WSNA to be guided by WSNA's policy of strict compliance with the antitrust laws in all WSNA activities. It shall be the special responsibility of committee chairmen, Association officers, and officers of regional and local affiliates to ensure that this policy is known and adhered to in the course of activities pursued under their leadership.

General Antitrust Guidelines

While the antitrust laws apply to all business, there are several types of activities that are particularly relevant to professional and trade associations.

Price-Fixing – Any agreement among competitors to raise, lower or stabilize prices is unlawful, even if the agreed-upon price is reasonable, and even if the agreement is never put into effect. Details like credit terms, discounts, and warranties are elements of price. Competitors may be charged with illegal price fixing if they discuss general pricing ranges or policies because these discussions may have an impact on actual price quotations. At no time shall any discussion or agreement among members take place regarding product prices, price changes, or any other subjects bearing on product pricing.

Agreement to Divide Customers or Territory – Territorial or market allocation involves an agreement among competitors operating at the same level of the market structure—such as manufacturers, distributors, etc.—to divide the market in such a way as to allow each party to the agreement to serve its share of the market without competition from the others. An

Antitrust Policy Guideline (cont.)

agreement among members of an association to divide customers or markets is an antitrust violation. The antitrust laws expressly prohibit any understanding or agreement between competitors or members of an association involving division or allocation of customers or territory. Even an informal agreement whereby one member agrees to stay out of another's territory will constitute a violation of the antitrust laws.

Group Boycotts – A collective refusal by otherwise competing companies to deal with some third party, sometimes called a “group boycott,” raises serious antitrust concerns. It is dangerous for one company to agree with another company that neither one will do business with a particular supplier or customer, nor that they will do business only with certain suppliers or customers or only on certain terms and conditions.

Membership Restrictions – As a general rule, any company that meets the criteria for membership and pays the applicable dues should be admitted, and allowed to remain, as a member. Considerations such as competitive concerns, commercial disputes, or personal animosity should not be a basis for denying or revoking membership. A professional association is not a social club. Denial of, or expulsion from, membership may constitute a restraint of trade because it could limit the ability of the applicant or nonmember to compete in the industry or pursue his or her vocation.

Product Standards – Many associations develop standards related to product manufacture, performance or compatibility. These standards must be prepared through a consensus process that is balanced and allows for participation by all interested parties. These standards must be based on technical, engineering, and safety factors. Whether a member chooses to offer products in conformance with any standard shall be a voluntary decision.

Educational Presentations – Discussions at educational presentations should be limited to objectives that promote overall industry or consumer welfare. Written outlines and handout materials for presentations involving antitrust-sensitive topics should be reviewed by counsel prior to distribution and use.

Codes of Ethics – Associations may develop a code of ethics or business practices, and membership in the association may be contingent upon adherence to such rules. However, a code or similar document may not unlawfully regulate legitimate business practices, such as advertising that is not false or misleading, competing with other association members, or offering products or services at reduced prices. Any enforcement process must be fair and nondiscriminatory.

Public Policy Advocacy – Legislative activity, litigation in the courts, and proceedings before administrative bodies intended to influence government policy do not generally violate the antitrust laws. However, “sham” lobbying intended to exclude competitors may be illegal.

Industry Statistics – The compilation and distribution of industry data on various topics is

one of the most valuable services that an association can provide. These programs should be administered by the association to ensure that reports consist of data in composite form and the information submitted by specific member companies is not revealed. Statistical programs also may not be used as a means of fixing prices, allocating production, or otherwise restraining trade.

Association Meetings – To minimize the possibility of antitrust problems at association gatherings, specific guidelines set forth in this document should be followed at all meetings of the Board of Directors and committees, as well as all association-sponsored conventions, trade shows, training seminars, conferences, and task force and working group sessions.

General Rules of Antitrust Compliance

The following rules are applicable to all WSNA-related activities and must be observed in all situations and under all circumstances without exception or qualification other than as noted below.

1. Neither WSNA nor any committee, local organization or activity of WSNA shall be used for the purpose of bringing about or attempting to bring about any understanding or agreement, written or oral, formal or informal, express or implied, among competitors with regard to prices, terms or conditions of sale, distribution, volume of production, territories or customers.
2. No WSNA activity or communication shall include discussion for any purpose or in any fashion of prices or pricing methods, production quotas or other limitations on either the timing or volume of production or sale, or allocation of territories or customers.
3. No WSNA committee or local organization shall undertake any activity which involves exchange or collection and dissemination among competitors of any information regarding prices or pricing methods.
4. No WSNA committee or local organization should undertake the collection of individual firm cost data, or the dissemination of any compilation of such data, without prior approval from legal counsel provided by the Association of a written program and procedure for collection and interpretation of such data.
5. No WSNA activity should involve any discussion of costs, or any exchange of cost information, for the purpose or with the probable effect of (a) increasing, maintaining or stabilizing prices; or (b) reducing competition in the marketplace with respect to the range or quality of products or services offered.
6. No discussion of costs should be undertaken in connection with any WSNA activity for the purpose or with the probable effect of promoting agreement among competing firms with respect to their selection of products for purchase, their choice of suppliers, or the prices they will pay for supplies.
7. Scientific or educational papers published by or in connection with WSNA or presented in connection with WSNA programs may refer to costs, provided such references are not accompanied by any suggestion, express or implied, to the effect that prices should be adjusted or maintained in order to reflect such costs. All papers containing cost information must be reviewed by WSNA legal counsel for possible antitrust implications prior to publication or presentation.

Antitrust Policy Guideline (cont.)

8. Authors of conference papers shall be informed of WSNA's antitrust policy and the need to comply therewith in the preparation and presentation of their papers.
9. No WSNA activity or communication shall include any discussion which might be construed as an attempt to prevent any person or business entity from gaining access to any market or customer for goods or services, or to prevent any business entity from obtaining a supply of goods or otherwise purchasing goods or services freely in the market.
10. No person shall be unreasonably excluded from participation in any WSNA activity, committee or local organization where such exclusion may impair such person's ability to compete effectively or pursue their livelihood in the school food industry.
11. Neither WSNA nor any committee or local organization shall make any effort to bring about the standardization of any product for the purpose or with the effect of preventing the manufacture or sale of any product not conforming to a specified standard.
12. No WSNA activity or communication shall include any discussion which might be construed as an agreement or understanding to refrain from purchasing any raw material, equipment, services or other supplies from any supplier.
13. Committee chairmen shall prepare meeting agendas in advance and forward the agendas to WSNA headquarters for review prior to their meetings. Minutes of such meetings shall not be distributed until they are reviewed for antitrust implications by WSNA headquarters staff.
14. All members are expected to comply with these guidelines and WSNA's antitrust policy in informal discussions at the site of a WSNA meeting, but beyond the control of its chairman, as well as in formal WSNA activities.
15. Any company which believes that it may be or has been unfairly placed at a competitive disadvantage as a result of a WSNA activity should so notify the WSNA member responsible for the activity, who in turn should immediately notify WSNA headquarters. If its complaint is not resolved by the responsible WSNA member, the company should notify WSNA headquarters directly. WSNA headquarters and appropriate committee officers or chairpersons will then review and attempt to resolve the complaint. In time critical situations, the company may contact WSNA headquarters directly.

Recommendations for the Selection of Speakers (and Sponsorships)

WSNA technical sessions at conferences and seminars are not designed to be sales forums; they are designed to provide a forum for the exchange of technical information. Nevertheless, employees of industry suppliers are sometimes asked to participate as speakers or panelists because of their knowledge and experience. Participation on the program of a conference or seminar may be viewed by suppliers as a significant competitive opportunity, and the favoring of some suppliers over others can give rise to antitrust problems. The exclusion of a supplier from a panel or program will not be considered an antitrust violation unless it constitutes an unreasonable restraint on competition. The key to "reasonableness" in this area is fair-minded decision making based upon objective criteria. In order to be fair to all suppliers and to avoid a charge of acting unreasonably to deprive any supplier or a significant

Antitrust Policy Guideline (cont.)

competitive opportunity, WSNA session developers should in all cases observe the following guidelines:

1. No speaker should be chosen with the intent to afford his company a competitive advantage, and no speaker should be excluded with the intent to deny any company a competitive opportunity.
2. Speakers should be chosen individually on the basis of objective criteria reasonably related to the educational purpose of the session, such as technical knowledge, experience, professional reputation, and effectiveness as a speaker.
3. The criteria to be used in selecting speakers should be established prior to the actual selection of speakers.
4. Supplier participation should be planned so as to minimize any competitive advantage which might arise from participation in a WSNA activity.
5. Consideration should be given by session developers to all available methods for equalizing the competitive opportunity among suppliers. The same rules and considerations apply to all sponsorships and other collaborative efforts with school food industry suppliers and manufacturers.

Document Retention

WSNA has a document retention policy that should be followed at all times. One aspect of this policy is that miscellaneous collections of papers, correspondence and notes should be promptly discarded in accordance with the policy after they have served their purpose.

Apparent Authority and Appearances

Only persons specifically authorized by WSNA may author or distribute communications (including interviews and press statements) on WSNA's behalf. In any case, please think carefully about how your communications with members, school food industry competitors, school officials and the public may be perceived, not just how they are intended. All communications in whatever form, including blogs, text messages and e-mails, issued in connection with WSNA activities should be written carefully and clearly so that they cannot be misinterpreted.

Requests for Information/Investigations

Should you receive a request for information about WSNA or for any documentation or information under WSNA's control from a government agency, private attorney, or other nonmember, formal or informal, written or oral, make no substantive response before consulting with WSNA legal counsel.

"When in Doubt . . . "

WSNA legal counsel should be consulted prior to any discussion of actions which could raise antitrust risks, or which seem in any way to be questionable or out of the ordinary. It is always better to ask first.

Antitrust Policy Guideline (cont.)

Summary of Dos and Don'ts for Meetings and Communications

DO	send the agenda for all meetings to WSNA headquarters prior to the meeting.
DO	send all minutes to WSNA headquarters after the meeting.
DO	review WSNA Antitrust Policy with members in attendance prior to commencing the meeting.
DO	stop any discussion which appears to be leading to: (a) discussion of prices or pricing policy, or (b) any restraint on competition of any kind.
DO	advise all meeting attendees to observe the Guidelines in informal conversations as well as formal WSNA activities.
DO NOT	place constraints on committee membership, other than the member's technical capability in the area covered by the committee and the willingness of the committee member to participate actively in committee work.
DO NOT	undertake any committee activity involving collection or dissemination of prices or pricing methods.
DO NOT	undertake any committee activity involving collection of individual firm cost data or dissemination of any compilation of such data without prior approval of a written procedure by WSNA legal counsel.
DO NOT	undertake any activity to establish a product standard or specification. All test methods must be cleared by WSNA headquarters prior to publication.
DO NOT	set a numerical limit on committee size unless membership on the committee is stated on a regular and reasonable basis. You may set a numerical limit on the maximum number of representatives per company.

SECTION III Hiring Policy

I. Policy

WSNA has established that the Association will have an Executive Director that will be a paid position. The Executive Director will be evaluated on an annual basis by WSNA's current President, President-Elect and Vice-President.

II. Job Opening / Candidate Search

Upon a vacancy in these positions, the WSNA Board will announce the opening via common channels. The Board will assign an Ad-hoc Committee that will provide a schedule for reviewing applications, interviews, and selection. The Committee will determine who will be part of the interview panel and assign someone to be responsible for reference checks on the final candidates. Once this process is completed, the Committee will forward a candidate recommendation to the Board. The final candidate will be asked to present to the Board. The WSNA Board will make the final selection.

III. Termination of Staff

The WSNA Board has the authority to terminate for due cause.