

## **Exhibit I**

### **CONFLICT OF INTEREST POLICY and GIFT ACCEPTANCE POLICY OF THE ARCHDIOCESE OF DENVER AND ECCLESIASTICAL ORGANIZATIONS**

#### **SECTION 1. PURPOSE**

The Archdiocese of Denver (the “Archdiocese”) and the Ecclesiastical Organizations are subject to scrutiny by, and are accountable to, the parishioners of northern Colorado, various governmental entities, and, when applicable, the customers or respective clientele of the ecclesiastical organizations. The Archdiocese must also meet the requirements of the Internal Revenue Code and of applicable state law. This Policy is intended to meet the requirements of state and federal law, but has also been developed to remind all who work for or on behalf of the Archdiocese and/or the ecclesiastical organizations their special degree of accountability as faithful servants of the Church and the need for operating with the highest ethical standards. The manner in which we, as individuals, provide service to the Church demonstrates to those around us the nature of our beliefs and how our faith guides our actions. It is incumbent upon all to demonstrate the highest level of integrity and honesty in the conduct of their responsibilities.

There exists between the Archdiocese, its Finance Council, officers, and administrators a fiduciary duty, which carries with it the broad and unbending duties of care and loyalty. The Archdiocesan Finance Council (the AFC) and its sub-committees and the administrators of the Archdiocese have the responsibility of administering the affairs of the Archdiocese conscientiously, honestly and prudently (see Archdiocese’s Pastoral Handbook, Section 1.2.3 – Duty of Care). To this end, the AFC and its sub-committees, and Archdiocesan administration are obliged to exercise their best care, skill, and judgment for the sole benefit of the Archdiocese. Those persons shall exercise good faith in all transactions involved in their duties, and they shall not use their positions with the Archdiocese or an Ecclesiastical Organization or knowledge gained there for their personal benefit. The interests of the Archdiocese must be the first priority in all decisions and actions.

#### **SECTION 2. “RESPONSIBLE PERSONS”**

This policy statement elaborates the Archdiocesan Pastoral Handbook, Section 1.2.1.- Conflict of Interest requirement to adopt policies to address conflicts of interest, and is directed not only to officers, senior management, AFC members, but also to all employees and committee members who can influence the actions of the Archdiocese (“Responsible Persons”). For example, this would include all who make purchasing decisions, all persons who might be described as administrators, including but not limited to the Directors, and anyone who has proprietary information concerning the Archdiocese.

This Policy is the policy of the Archdiocese on the issue of conflicts of interest. Consistent with the Archbishop’s obligations to oversee and provide stewardship to those canonical entities under his ecclesiastical care, the following Ecclesiastical Organizations, their employees and advisors are required to either adopt this Conflict of Interest Policy as their own, or adopt one that is substantially similar in content:

- Bishop Machebeuf High School, Inc., Holy Family High School, Inc., Camp St. Malo Religious Retreat and Conference Center, Inc., The Mount Olivet Cemetery Association, Archdiocese of Denver Mortuary at Mount Olivet, Inc., St. Simeon Cemetery Association, The Archdiocese of Denver Management Corporation, Catholic Charities and Community Services of the Archdiocese of Denver, Inc., John Paul II Center for the New Evangelization, Saint John Vianney

Theological Seminary, Redemptoris Mater House of Formation, Family of Nazareth, Inc., and Seeds of Hope Charitable Trust .

- The parishes of the Archdiocese shall utilize a Conflict of Interest Policy tailored to the needs of a parish.

It is the responsibility of the above named Ecclesiastical Organizations to adopt, maintain and implement such a policy, and to require and keep the annual disclosure submissions executed by their respective Trustees, Council Members and employees and other individuals, as necessary (see Conflict of Interest Disclosure Statement and Gift Disclosure Form, attached hereto and incorporated herein).

### **SECTION 3. "RELATED PARTIES"**

For purposes of this policy, "Related Parties" include the following: a Responsible Person's spouse, parent, child or spouse of a child, grandchildren, great-grandchildren, a brother or sister, (whole or half-blood) or a spouse of brother or sister, grandchild or great-grandchild; any corporation or organization of which the Responsible Person is a board member, an officer, a partner, participates in the management of, or is employed by, or is, directly or indirectly, a debt holder or the beneficial owner of any class of equity securities; and any trust or other estate in which a Responsible Person has a substantial beneficial interest or as to which the Responsible Person serves as a trustee or in a similar capacity.

### **SECTION 4. AREAS IN WHICH CONFLICT MAY ARISE**

Conflicts of interest may arise in the financial relations of Responsible Persons of the Archdiocese or its Ecclesiastical Organizations with any of the following third parties and/or in the following contexts:

1. Persons and firms supplying goods, facilities and services to the Archdiocese or an Ecclesiastical Organization, whether compensated or not.
2. Persons and firms from whom the Archdiocese or an Ecclesiastical Organization leases property and/or equipment.
3. Persons and firms with whom the Archdiocese or an Ecclesiastical Organization is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
4. Donors or probable donors of the Archdiocese or an Ecclesiastical Organization.
5. Agencies, organizations and associations which affect the operations of the Archdiocese or an Ecclesiastical Organization.
6. A Responsible Person who acts as a board member, an officer, a partner, participates in the management of or is employed by, or is, directly or indirectly, a debt holder or the beneficial owner of any class of equity securities; and any trust or other estate in which a Responsible Person has a substantial beneficial interest or as to which a Responsible Person serves as a trustee or in a similar capacity.
7. Family members, friends and other employees.
8. Responsible Persons use for personal advantage or for the advantage of any other group, organization or business any confidential information or material acquired in the course of carrying out the Responsible Person's responsibilities with the Archdiocese or an Ecclesiastical Organization. Such information may include, but is not limited to, roster or mailing lists, telephone directories, business plans, information regarding donors, and confidential board proceedings.

## **SECTION 5. NATURE OF CONFLICT OF INTEREST**

A conflict of interest transaction means: contract, transaction, or other financial relationship between the Archdiocese/the Ecclesiastical Organization and a Responsible Person, or between the Archdiocese/the Ecclesiastical Organization and a Related Party, or between the Archdiocese and an entity in which the Responsible Person is a director or officer or has a financial interest.

Such conflict of interest transaction might arise through:

1. Owning stock or holding debt or other proprietary interests in any third-party dealing with the Archdiocese or an Ecclesiastical Organization.
2. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third-party (for profit and non-profit entities) dealing with the Archdiocese or an Ecclesiastical Organization.
3. Receiving remuneration for services with respect to individual transactions involving the Archdiocese or an Ecclesiastical Organization.
4. Using the Archdiocese's time, personnel, equipment, supplies, or good will for other than Archdiocese approved activities, programs, and purposes.
5. Receiving personal gifts or loans from third parties dealing or competing with the Archdiocese. Generally, receipt of any gift of a value greater than \$100.00 is disapproved unless it could not be refused without discourtesy, or falls within the exception for gifts of appreciation to clergy for their good works, with no expectation of economic benefit by the person or entity making the gift. (See Gift Disclosure form for more guidance)
6. Gaining confidential information from their positions, used for personal benefit, including rosters, mailing lists, telephone directories, business plans, information regarding donors, and confidential board proceedings.

## **SECTION 6. INTERPRETATION OF THIS STATEMENT OF POLICY**

The areas in which conflicts of interest may arise as listed in Section 4, and the nature of such conflicts, as listed in Section 5, are not exhaustive. Conflicts might arise in other areas or through other relationships. It is the responsibility of a Responsible Person to recognize such areas and relationships. This conflict of interest policy is intended to supplement, but not replace, any applicable federal or state laws affecting conflicts of interest.

The fact that one of the interests described in Section 5 exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances, it is necessarily adverse to the interests of the Archdiocese or an Ecclesiastical Organization.

However, it is the policy of the Archdiocese that the existence of any of the interests described in Section 5 shall be disclosed before any transaction is consummated. It shall be the continuing obligation of the Responsible Person to scrutinize his/her transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures according to this policy as periodically revised.

## **SECTION 7. DISCLOSURE POLICY AND PROCEDURE**

Transactions involving parties with whom a conflict of interest exists may be undertaken only if all of the following are observed (as applicable):

1. The potential conflict of interest is fully disclosed;
2. The person with the conflict of interest is excluded from the substantive discussion and approval of such transaction;
3. A competitive bid or comparable valuation exists; and
4. The Archdiocese or Ecclesiastical Organization, as applicable, has determined that the transaction is in the best interest of the overall organization.

No loans shall be made by the Archdiocese to its officers, council members, administrators or clergy. Any member of the AFC or of its sub-committees or administration of the Archdiocese or an Ecclesiastical Organization who assents to or participates in the making of any such loan shall be liable to the Archdiocese or an Ecclesiastical Organization for the amount of such loan until the repayment thereof.

Disclosure, in writing, in the case of Archdiocesan staff should be made to the Moderator of the Curia (or if he is the one with the conflict, then to the chair of the Audit and Accounting Committee), who shall bring the matter to the attention of the AFC. Disclosure involving AFC or its sub-committee members should be made to the AFC chair, (or if the AFC chair is the one with the conflict, then to the chair of the Accounting and Audit Committee) who shall bring these matters to the AFC. Ultimately, the AFC shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized or recommended. The advice of the AFC on these matters will rest with the Archbishop in his sole discretion. However, the Archbishop's and the AFC's sole concern must be the welfare of the Archdiocese and the advancement of its mission.

Disclosure, in writing, or in the case of the Ecclesiastical Organization's staff, shall be made to either the President or Chairperson of the Ecclesiastical Organization's Board of Directors.

The minutes of the AFC, its related sub-committees or the Board of the Ecclesiastical Organization shall contain the following:

1. The names of the persons who, disclosed or otherwise were found to have an actual or potential conflict of interest in connection with a proposed transaction or arrangement, the nature of the interest, any action taken to determine whether a conflict of interest existed, and the board's or committee's decision as to whether a conflict of interest in fact existed and whether the conflict of interest is waived.
2. The names of the persons who were present for the discussions and votes relating to the transaction or arrangement, a summary of the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings

## **SECTION 8. ANNUAL SUBMISSIONS**

No later than September 15<sup>th</sup> of each new fiscal year, all Responsible Persons will be required to sign and submit to the offices of the CFO of the Archdiocese or the designated officer of the Ecclesiastical Organization the following forms, which are attached hereto and incorporated herein:

- Conflict of Interest Disclosure Statement
- Gift Policy Disclosure Form

**The Archdiocese of Denver and Ecclesiastical Organization**

**CONFLICT OF INTEREST DISCLOSURE STATEMENT**

**(Attached to and incorporated in the  
Archdiocese of Denver Conflict of Interest Policy)**

Preliminary note: In order to be more comprehensive, this Disclosure Statement also requires you to provide information with respect to certain parties that are related to you. These persons are termed "Related Parties" and include the following:

- a) your spouse, parent, child or spouse of a child, a brother, sister, grandchildren or great-grandchildren (whole or half-blood), or a spouse of brother or sister;
- b) any corporation or organization of which you are a board member, an officer, a partner, participate in management or are employed by, or are, directly or indirectly, a debt holder or the beneficial owner of any class of equity securities; and
- c) any trust or other estate in which you have a substantial beneficial interest or as to which you serve as a trustee or in a similar capacity.

1. NAME OF RESPONSIBLE PERSON: **(Please print your name)**

2. CAPACITY:

- \_\_\_\_\_ AFC member or Ecclesiastical Organization Board Member
- \_\_\_\_\_ Member of an AFC sub-committee
- \_\_\_\_\_ Officer
- \_\_\_\_\_ Other: \_\_\_\_\_
- \_\_\_\_\_ Director – staff position: \_\_\_\_\_

3. Have you or any of your Related Parties provided services, other than as an employee, or property to the Archdiocese or Ecclesiastical Organization in the past year?

\_\_\_\_\_ YES      \_\_\_\_\_ NO

If yes, please describe the nature of the services or property and if a Related Party is involved, the identity of the Related Party and your relationship with that person or entity:

\_\_\_\_\_  
\_\_\_\_\_

4. Have you or any of your Related Parties purchased services or property from the Archdiocese or an Ecclesiastical Organization in the past year?

\_\_\_\_\_ YES      \_\_\_\_\_ NO

If yes, please describe the purchased services or property and if a Related Party is involved, the identity of the Related Party and your relationship with that person or entity:

\_\_\_\_\_  
\_\_\_\_\_

5. Please indicate whether you or any of your Related Parties had or were planning to have any direct or indirect interest in any business transaction(s) in the past year to which the Archdiocese or an Ecclesiastical Organization was or is a party?

\_\_\_\_\_ YES \_\_\_\_\_ NO

If yes, describe the transaction(s) and if a Related Party is involved, the identity of the Related Party and your relationship with that person or entity:

---

---

6. Were you or any of your Related Parties indebted to pay money to the Archdiocese at any time in the past year (other than travel advances or commitments in Archdiocesan capital campaigns or the like)?

\_\_\_\_\_ YES \_\_\_\_\_ NO

If yes, please describe the indebtedness and if a Related Party is involved, the identity of the Related Party and your relationship with that person or entity:

---

---

7. In the past year, did you or any of your Related Parties receive, or become entitled to receive, directly or indirectly, any personal benefits from the Archdiocese or Ecclesiastical Organization or as a result of your relationship with the Archdiocese, that in the aggregate could be valued in excess of \$150.00, that were not or will not be compensation directly related to your duties to the Archdiocese?

\_\_\_\_\_ YES \_\_\_\_\_ NO

If yes, please describe the benefit(s) and if a Related Person is involved, the identity of the Related Party and your relationship with that person or entity:

---

---

8. Are you or any of your Related Parties a party to or do you or any of your Related Parties have an interest in any pending legal proceedings involving the Archdiocese or Ecclesiastical Organization?

\_\_\_\_\_ YES \_\_\_\_\_ NO

If yes, please describe the proceeding(s) and if a Related Party is involved, the identity of the Related Party and your relationship with that person or entity:

---

---

9. Are you aware of any other events, transactions, arrangements or other situations that have occurred or may occur in the future that you believe should be examined by the Archdiocese's Finance Council or the Board of Directors of an Ecclesiastical Organization in accordance with the terms and intent of the Archdiocese's Conflict of Interest Policy?

\_\_\_\_\_YES \_\_\_\_\_NO

If yes, please describe the situation(s) and if a Related Party is involved, the identity of the Related Party and your relationship with that person or entity:

---

---

I HERBY CONFIRM that I have read and understand the Archdiocese's Conflict of Interest Policy and that my responses to the above questions are complete and correct to the best of my information and belief. I agree that if I become aware of any information that might indicate that this disclosure is inaccurate or that I have not complied with this policy, I will immediately notify either the Moderator of the Curia (if I am an Archdiocesan staff person), the AFC Chair (if I serve on the AFC or any of its committees) the Chairperson of the Board of an Ecclesiastical Organization (if I serve as a Board member of an Ecclesiastical Organization) as specified by the Archdiocese's Conflict of Interest Policy.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

**The Archdiocese of Denver**  
**GIFT POLICY AND DISCLOSURE FORM**  
**(Attached to and incorporated in the**  
**Archdiocese of Denver Conflict of Interest Policy)**

As part of its Conflict of Interest Policy, the Archdiocese of Denver (the “Archdiocese”) requires that Responsible Persons and their Related Parties decline to accept certain personal gifts, consideration or remuneration from individuals or companies that seek to do business with the Archdiocese and the Ecclesiastical Organizations. This policy and disclosure form is intended to implement that prohibition on gifts.

**Section 1.** “**Responsible Person**” is any person serving as a trustee, officer, director, administrator or committee member of the Archdiocese.

**Section 2.** “**Related Party**” is a spouse, parent, child or spouse of a child, or a brother, sister, or spouse of a brother or sister, or a grandchild or great-grandchild of a Responsible Person.

**Section 3.** “**Contract or Transaction**” is any agreement or relationship involving the sale or purchase of goods, services or rights of any kind, receipt of a loan or grant, or the establishment of any other pecuniary relationship. The making of a gift to the Archdiocese or an Ecclesiastical Organization is not a “contract” or “transaction.”

**Section 4. Prohibited gifts, gratuities and entertainment.** With the exception of gifts to clergy given out of appreciation for their service and good works (and given with no expectation of economic benefit on the part of the individual/entity making the gift), and except as approved by the Moderator of the Curia, CFO or Chancellor (for Archdiocesan staff) the Chairperson of the AFC (for AFC and its sub-committee members), or the Chairperson of the Board (for Ecclesiastical Organization board members), as applicable, gifts, gratuities or entertainment that are greater than \$150.00 should not be accepted unless they cannot be refused without discourtesy. If there is a question of discourtesy, the individual should immediately consult with their immediate supervisor for guidance, or the Moderator of the Curia, CFO or Chancellor (for Archdiocesan staff), or Chairperson of the AFC or, the Chairperson of the respective Ecclesiastical Organization, as applicable. Likewise, any gift, gratuity or entertainment offered of \$150.00 or less that is accepted should also be immediately disclosed to the individual’s immediate supervisor and, if warranted, to the Moderator of the Curia, the CFO or the Chancellor (for Archdiocesan staff), or to the Chairperson of the AFC or to the Chairperson of an Ecclesiastical Organization, as applicable. Only in rare and pre-approved circumstances may a Responsible Person or Related Party accept gifts, gratuities, entertainment or other favors from any person or entity which:

1. Seeks to do business with the Archdiocese or an Ecclesiastical Organization or,
2. Seeks to compete with the Archdiocese or an Ecclesiastical Organization or,
3. Has received, is receiving, or is seeking to receive a Contract or transaction with the Archdiocese or an Ecclesiastical Organization.

**GIFT STATEMENT**

I have not received, nor has any Related Party received, any such gifts, entertainment or other favors during the preceding year, unless approved by the designated positions noted in Section 4 above. Furthermore, I certify that I have read the above policy concerning gifts, and I agree that I will not accept, nor will any Related Party accept, gifts, entertainment or other favors from any individual or entity, which would be prohibited by the above policy.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date