



Rhode Island Alliance for Healthy Homes
Rules of Operation
Adopted by the RIAHH Executive Steering Committee
May, 2015

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I. About the Rhode Island Alliance for Healthy Homes

In June of 2013, the Rhode Island Alliance for Healthy Homes (RIAHH, “the Alliance”) formed as a merger between the Rhode Island Department of Health’s Healthy Housing Collaborative, the Rhode Island Housing Resources Commission’s Healthy Housing Work Group, and the Green & Healthy Homes Initiative’s Providence Steering Committee. The redundancy of each healthy housing group’s efforts coupled with staff and budget limitations prompted this merger. As the concept and direction of RIAHH gained traction, additional key stakeholders joined the RIAHH planning effort including:

- Rhode Island Department of Human Services
- Rhode Island Energy Efficiency Resources Management Council
- Rhode Island Housing, Inc.
- Rhode Island Office of Energy Resources
- Rhode Island Office of the Attorney General
- The City of Providence

The RIAHH Strategic Plan contains more detail and context about RIAHH. The purpose of this document is to outline how RIAHH members and participants will work together.

Mission. RIAHH’s mission is to align, braid and coordinate information, resources and services for improving the health, safety and energy efficiency of all Rhode Island homes.

Vision. RIAHH envisions that all homes contribute to an individual’s health and prosperity and enhances the vitality of Rhode Island’s communities.

II. Membership and Sponsorship

A “member” is any stakeholder (individual or organization) in healthy housing in Rhode Island whose professional work aligns with the goals of RIAHH and *who signs this compact*. All members will adhere to RIAHH’s Code of Conduct including the Code of Ethical Conduct, Meeting Code of Conduct and Conflict of Interest Policy.

A “sponsor” is any individual or organization that provides \$500 or more in funding annually to the Alliance. Membership is not implied through sponsorship; signing the compact is the only action that bestows membership.

III. Management

The Green & Healthy Homes Initiative® (GHHI) is RIAHH’s backbone organization and will manage and support the day-to-day functions. Management includes, but is not limited to, scheduling meetings, providing meeting agendas, communication with all members and other support for the RIAHH. RIAHH itself is not a non-profit, but given that GHHI serves as its backbone organization and fiscal agent, RIAHH will comport itself in alignment with laws and regulations that govern 501(c)3 organizations.

With guidance from the Executive Steering Committee, the backbone organization will handle hiring for personnel positions. All individuals selected for employment for RIAHH through the backbone organization will be subject to RIAHH's Code of Ethical Conduct. These individuals will, however, be called on to support standing committees when appropriate.

The Executive Steering Committee will conduct an annual review of the backbone organization's performance. If it has been found that the backbone organization is no longer needed, or is not meeting the needs of RIAHH, the Executive Steering Committee will notify the backbone organization, and invite the backbone organization to appear before the Executive Steering Committee prior to the final determination of termination.

IV. Governance

A. Governance Structure

RIAHH will have a tiered structure comprised of the following parties (see Figure 1): Executive Steering Committee, the Backbone Organization, and Action Teams.

The Executive Steering Committee is the executive body of RIAHH and is governed by a Chair with a minimum two (2) year term. The Executive Steering Committee is comprised of eleven members who commit to serving a minimum one (1) year term. Four seats are held by one co-chair per Action Team, and seven of the seats are reserved for representatives from the key stakeholder agencies and one municipality:

- Rhode Island Department of Human Services
- Rhode Island Office of Energy Resources
- Rhode Island Office of the Attorney General
- Rhode Island Department of Health
- Office of Housing and Community Development/Housing Resources Commission
- Rhode Island Housing
- Municipality: currently held by the City of Providence

The Backbone organization, the Green & Healthy Homes Initiative (GHHI), provides a coordination function for the Executive Steering Committee and Action Teams, and has no specific term limit (see above regarding performance of the backbone organization).

Action Team Co-Chairs are responsible for managing the work of their designated Action Team. Action Team Co-Chairs shall assume their duties immediately following the annual meeting at which they are appointed and shall serve a term of two (2) years.

B. Roles and Responsibilities

The duties of the *Executive Chair of the Executive Steering Committee* shall include, but are not limited to, the following:

1. Support the business of RIAHH
2. Participate in the decision-making process

The Executive Steering Committee, governed by a Chair, supports Action Team Co-Chairs and Action Team Members. Each Executive Steering Committee member holds one vote, and each Action Team will identify one of its co-chairs to vote in the best interest of the team at Executive Steering Committee meetings.

The duties of the Executive Steering Committee shall include, but are not limited to, the following:

1. Require that all Action Team chairs submit regular reports.
2. Communicate regularly with the Chair.
3. Submit reports to the Chair on action of Action Teams and Executive Steering Committee.
4. Participate in the decision-making process
5. Promote membership and build RIAHH capacity
6. Elect or remove the members of RIAHH.
7. Establish ad-hoc committees to support current priorities as needed.
8. Support RIAHH through sponsorship or in-kind support and community outreach.

The Backbone Organization will sign all contracts and agreements. It will also support the business of RIAHH, both financial and outreach. The backbone organization shall have the authority to act on behalf of RIAHH on urgent matters of business at RIAHH meetings. Any formal action taken by the backbone organization will be subject to approval of the Executive Steering Committee.



Figure 1. Governance structure for the Rhode Island Alliance for Healthy Homes.

C. Resignation

In the case of an Action Team Co-Chair resignation, notice will be served to the Executive Steering Committee at least fourteen (14) days in advance of the desired date of resignation. The vacancy will be announced at the next meeting. A member of the Executive Steering Committee shall assume the duties of the vacant Co-Chair position until a replacement is found and selected.

In the case of the resignation of Executive Steering Committee member, notice will be served to the Executive Steering Committee at least thirty (30) days in advance of the desired date of resignation. To replace an Executive Steering Committee member, the Executive Chair will accept nominations from RIAHH members following the announcement. Elections to fill the vacancy requires a majority vote of Action Team members present.

Removal of any member from the Alliance will be reviewed by the Executive Steering Committee and referred to the general membership for action. Such removal shall require written notification to all members at least thirty (30) days prior to the monthly meeting where the removal will be discussed.

V. Rules of Operation

Meetings - An Executive Steering Committee report shall be included as an agenda item at every RIAHH meeting.

The following are RIAHH standing Action Teams:

1. Data and Evaluation Action Team
2. Workforce and Standards Action Team
3. Policy Action Team
4. Resource Coordination Action Team

Action Team meetings shall be scheduled as determined by the Action Team Co-Chairpersons and the Backbone organization.

A quorum for any meeting is the majority of Action Team members present. Action Team Co-Chairs will report Action Team progress at regular RIAHH meetings. If at any meeting of RIAHH there shall be less than a quorum present, a majority of those present shall delay the decision until such time as a quorum shall be present. Any action required to be taken at a meeting may be taken through consent in writing.

VI. Code of Conduct

CODE OF ETHICAL CONDUCT

The Rhode Island Alliance for Healthy Homes (RIAAH) Code of Ethical Conduct serves as a guide for members and contains standards of ethical behavior with colleagues, communities, and society.

Competence

RIAAH members will continually strive to improve personal competence.

- A. Members will exercise care in planning and adequately supervise any activities for which they are responsible.
- B. Members will commit themselves to ongoing learning and professional improvement.

Integrity

To maintain and broaden public confidence, RIAHH members will perform all professional responsibilities with the highest sense of integrity. Integrity can accommodate the inadvertent error and the honest difference of opinion, but cannot accommodate deceit or subordination of principle.

- A. Members will present all information fairly and accurately.
- B. Members will document and assign credit to all contributing sources used in published materials or public statements.
- C. Members will not misrepresent professional qualifications or affiliations.

Non-Discrimination

Members will not discriminate against colleagues based on race, religion, national origin, sex, age, sexual orientation, economic, or physical or mental disability and illness.

Advocacy

Members will support and promote public policies and legislative issues that seek to improve public health and well-being.

Ethical Obligations and Conflict Resolution for Community and Society

When members are aware of unethical conduct or practice on the part of an agency or another organization, they will report the conduct in writing to RIAHH's Executive Steering Committee.

When managed properly, conflict has the potential to deepen an understanding of an issue and lead to constructive change. Conversely, if not managed well, conflict can be destructive. RIAHH is dedicated to addressing health and safety issues with housing through public policy, legislation, education, prevention, advocacy, and enforcement. In this capacity, we have to uphold public trust. Therefore, it is essential that conflict be dealt with in a proactive manner. Otherwise, the capacity to uphold public trust can be compromised. For these reasons, the following conflict resolution policy is adopted:

1. Conflict is defined as an impasse in which a quorum of RIAHH members perceives the inability to resolve a difference.
2. When a conflict has been determined, the following options are available for resolution:
 1. A clear statement of all differing positions will be articulated. The pros and cons of each position will be developed (Force-Field Analysis). If, after this is accomplished and all members agree, a vote can be taken. If a vote is not deemed appropriate, and if the analysis of pros and cons does not lead to a consensus, the process moves to the next level.
 2. An internal mediator/facilitator will utilize strategies for constructively dealing with the conflict. If the conflict is still not resolved, or if the conflict scenario is of such a nature that there is little support for internal mediation, the next step in the mediation process will be invoked.
 3. The RIAHH will hire an external mediator/negotiator to assist in resolving the conflict. The external mediator/negotiator will bring recommendations forward to the Executive Steering Committee for a final vote.

VII. Meeting Code of Conduct

In order for optimum progress and success during all meetings and all correspondences, including e-mail discussions, members agree to the following common-sense guidelines and rules of civility and good will:

1. Meetings will begin on time. Members are strongly encouraged to arrive on time and stay until the end.
2. Come prepared for the meeting. Read material ahead of time.
3. Keep an open mind.
4. Constructive criticism focuses on issues, not people.
5. Be courteous, allowing all members to participate in discussions.
6. Ask questions if clarification is needed.
7. Keep confidential information confidential.

VIII. Conflict of Interest Policy

A. Purpose

The purpose of the Conflict of Interest Policy is to protect RIAHH's interest when it considers entering into a transaction or arrangement that might benefit the private interest of a member of the RIAHH or might result in a possible excess benefit. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. While RIAHH is not itself a non-profit organization, it will operate within non-profit management guidelines in order to protect the status of its fiscal agent, GHFI, as a non-profit.

B. Definitions

1. *Interested Person*: Any director or RIAHH member, who has a direct or indirect financial interest, as defined below, is an Interested Person.
2. *Financial Interest*: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the RIAHH has a transaction or arrangement
 - b. A compensation arrangement with the RIAHH or with any entity or individual with which the RIAHH has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the RIAHH is negotiating a transaction or arrangement
 - d. A *financial interest* is not necessarily a conflict of interest. Under Article V, Section 7, a person who has a financial interest may have a conflict of interest only if the appropriate Steering Committee or Action/Advisory Team decides that a conflict of interest exists.
3. *Compensation* includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

C. Procedures

1. *Duty to Disclose*: In connection with any actual or possibly conflict of interest, an interested person must disclose the existence of the financial or contractual interest and be given the opportunity to disclose all material facts to the Steering Committee with delegated powers considering the proposed transaction or arrangement.
2. *Determining Whether a Conflict of Interest Exists*: After disclosure of the financial or contractual interest and all material facts, and after any discussion with the interested person, he/she shall leave the Executive Steering Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.
3. *Procedures for Addressing the Conflict of Interest*

- a. An Interested Person may make a presentation at the Executive Steering Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The RIAHH Executive Chairperson shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Steering Committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Steering Committee or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the RIAHH's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. *Violations on the Conflicts of Interest Policy*

- a. If the Steering Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Steering Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

D. Records of Proceedings

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

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

E. Compensation

1. A voting member of the Executive Steering Committee who receives compensation, directly or indirectly, from the RIAHH for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the RIAHH for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the Executive Steering Committee or any committee who jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from RIAHH, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

F. Annual Statements

Each general member, plus the Executive Steering Committee shall annually sign a statement, which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands that RIAHH's fiscal agent, GHHI, is charitable and in order to maintain GHHI's federal tax exemption RIAHH must engage primarily in activities, which accomplish one or more of GHHI's tax-exempt purposes.

G. Periodic Reviews

To ensure RIAHH operates in a manner consistent with its purpose and does not engage in activities that could put it in legal jeopardy, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the results of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to RIAHH's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further its purpose and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

H. Use of Outside Experts

When conducting the periodic reviews, RIAHH may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Executive Steering Committee of its responsibility for conducting periodic reviews.