



**Center for Practical Bioethics
Board of Directors Meeting
May 8, 2024**

8:00 – 9:30 AM (Central) | 9:00 – 10:30 AM (Eastern) | 6:00 AM – 7:30 AM (Pacific)

Location: In-person or Zoom Conferencing

In-Person: 9th Floor, Shalton Conference Room, Polsinelli PC, 900 W. 48th Place, KC, MO 64112

By Computer: <https://us02web.zoom.us/j/9528298699> *Preferred for document screen sharing.*

By Phone: +1 646 931 3860 US or +1 312 626 6799 US (Chicago)

Meeting ID: 952 829 8699

AGENDA

- I. **Call to Order** Steve Salanski, Chair
Mission Reflection James Stowe, President/CEO
- II. **Approval of Board Meeting Minutes**
March 13, 2024 and April 12-23 Board Retreat *(Attachments 1-2)*
- III. **Committee Reports**
Resource Development Report Alan Edelman, Chair
Finance Report Tresia Franklin, Chair
 - Financial Statements *(Attachments 3-5)*
 - Review of Francis Fund and Flanigan Fund Investment Accounts**Governance Report** Maggie Neustadt and Mark Thompson, Co-Chairs
 - Center Personnel Handbook *(Attachments 6-7)*
 - Board Retreat feedback
- IV. **Consent Agenda (Administrative Matters)**
Executive Committee Minutes, April 10, 2024 *(Attachment 8)*
Finance Committee Minutes, May 2, 2024 *(Attachment 9)*
Governance Committee Minutes, April 5, 2024 *(Attachment 10)*
- V. **Diversity, Equity, and Inclusion Discussion** Steve Salanski, Chair *(Attachments 11-12)*
 - Persley Advisors worksheet and summary of Board retreat discussion
- VI. **Chair and President Reports** Steve Salanski, Chair & James Stowe
Chair's Report
President's Report
 1. Update on Harman Foundation opportunity *(Attachments 13-14)*
 - i. **VOTE:** Accept and expend a \$1 million grant from the John and Wauna Harman Foundation
 - ii. **VOTE:** Approve initial 19-month Professional Services Agreement with Dr. Gloria Thomas Anderson to fulfill the grant objectives and requirements
 2. Ethics Services team recruitment
 3. Collaboration Opportunity: KC Medical Society Foundation, CDC Obesity Education Grant
 4. Collaboration Opportunity: Mid-America Regional Council, USAging Center of Excellence to Align Health and Social Care (funding from the Administration for Community Living)

5. Request for Support: grassroots coalition of aging services organizations led by KC Shepherd's Center, in support of the "Jackson County Seniors Count" initiative to create a senior levy board.
6. Request for Legislative Education/Testimony: Oread RX, specifically on the ethics of Pharmacy Benefit Management companies
7. Update on 2024 Goals and Objectives *(Attachments 15-16)*
 - i. **VOTE:** Approve 2024 CEO Goals and Objectives (including Ethics Services and Ethical AI)
 - ii. Update: Health Justice Objectives

Next Board Meeting: July 10, 2024

8:00 – 9:30 AM (Central) | 9:00 – 10:30 AM (Eastern) | 6:00 – 8:30 AM (Pacific)

Upcoming Events:

- Flanigan Lecture
Guest Lecturer: Dr. Anita Ho
Monday, September 30, 2024

Strategic Initiative Focus: Ethics Services (July 2024); Ethical AI (September 2024); Advance Care Planning (November 2024); Health Justice (January 2024)

[Board Book & Materials Link](#)



**Center for Practical Bioethics
Board of Directors Meeting
March 13, 2024**

8:00 – 9:30 AM (Central) | 9:00 – 10:30 AM (Eastern) | 6:00 AM – 7:30 AM (Pacific)

Minutes

Location: In-person or Zoom Conferencing

In-Person: 9th Floor, Shalton Conference Room, Polsinelli PC, 900 W. 48th Place, KC, MO 64112

By Computer: <https://us02web.zoom.us/j/9528298699> *Preferred for document screen sharing.*

By Phone: +1 646 931 3860 US or +1 312 626 6799 US (Chicago)

Meeting ID: 952 829 8699

Attendance:

Norberto Ayala-Flores; Mitzi Cardenas; Alan Edelman; Anita Ho; Karen Johnson; Vickie Leff; Jane Lombard; Inmaculada de Melo-Martin; Maggie Neustadt; Ed O'Connor; Mike Rode; Stephen Salanski – Chair; Mark Thompson

Staff: James Stowe and Monica Delles

AGENDA

I. Call to Order

Steve Salanski, Chair

Mission Reflection

James Stowe, President/CEO

James reflected on a recent older adult advocacy day held in Jefferson City by the Missouri Council on Aging. A meeting with Lt. Governor Kehoe, the State-designated advocate for older adults emphasized the need to foster an environment where all Missourians could thrive into older age. Importantly, the Center's collaboration with MCOA highlights the need for consolidation of policy priorities in the aging field with the goal of creating a more unified policy voice.

II. Approval of Board Meeting Minutes

January 12, 2024

(Attachment 1)

Mark Thompson motioned to approve the minutes as submitted; Alan Edelman seconded; no questions nor discussion; motion carried

III. Committee Reports

Resource Development Report

Alan Edelman, Chair & Cindy Leyland

Alan Edelman provided an update on development activities, primarily around the events leading up to the 40th Anniversary Event in April, and noted that pledged dollar amounts are higher than the goal amount (more than \$300k compared to the initial goal of \$250k).

Finance Report

James Stowe, in lieu of Tresia Franklin, Chair

- Financial Statements

(Attachments 2-4)

James Stowe presented the financial statements in lieu of Tresia Franklin. Directors stated that staff should break out lines 4430 – 4515 with more detail.

Rob Flores motioned to accept; Ed O'Connor seconded; motion carried.

Governance Report

Maggie Neustadt and Mark Thompson, Co-Chairs

- Update on self-evaluation action plan/survey results

Mark Thompson provided an overview of survey results and pointed to the Board retreat as a time for further consideration of 2024 actions as well as a new self-evaluation scheduled for the fall of 2024, to serve board actions for 2025-2026.

Mark also noted that the bylaws are nearing completion and approval by the Governance Committee with the intention of presenting these at the upcoming Board retreat. Maggie Neustadt will lead the discussion about the revisions at the retreat.

IV. Consent Agenda (Administrative Matters)

Executive Committee Minutes, February 14, 2024

(Attachment 5)

Finance Committee Minutes, March 7, 2024

(Attachment 6)

Governance Committee Minutes, February 9, 2024

(Attachment 7)

Mark Thompson motioned to approve the consent agenda; Inmaculada de Melo-Martin seconded; no questions nor discussion; motion carried.

V. Diversity, Equity, and Inclusion Discussion Steve Salanski, Chair

(Attachment 8)

- People (Culture: What does your organization uphold?)

Steve Salanski introduced the 4th area of the infographic, "People." James Stowe spoke about the various Center actions, both to attract and retain a diverse workforce, and how Center programs and offerings are rooted in DEIJ principles. Board discussion centered around furthering efforts and that DEIJ issues related to Board governance would be covered at the upcoming retreat.

A note was made that the Center uses a statement encouraging women and people of color to apply to jobs even if they do not feel that they meet every qualification listed in the job description. Board members highlighted why it is important to invite diverse job candidates to proceed with the application process. A recent job description was distributed to the Board for review and further input.

VI. Chair and President Reports

Steve Salanski, Chair & James Stowe

Chair's Report

Steve reported on the plan for the President and CEO's annual evaluation, to review for the April Executive Committee, and then for completion through an executive session at the Board retreat.

President's Report

1. Finalizing the Center move
 - i. State registration address
 - ii. Phone system and new numbers – dial 816.221.1100 **only**; staff now have extensions
2. Update on Harman Foundation opportunity

James stated that he and Gloria will speak to the Harman Foundation Committee at their meeting on March 21. The Committee will pose clarifying questions about the project.

3. Update on administrative functions of the Center

James described various changes in Center administrative functions, based upon consultant recommendations, to elevate the excellence of processes, roles, and responsibilities. Staff continue to work on several areas of improvement for 2024.

4. Ethical AI team update

Matthew Pjecha resigned from the Center in February to pursue other opportunities. Lindsey Jarrett is considering a new staffing model to heighten work around program implementation and coordination given the stage of the Ethical AI Initiative at the Center.

5. Social Media followers correction

Monica Delles has taken the lead on the Center's social media engagement. In the orientation process, she discovered that previously reported Facebook followers numbering close to 6,500 were most likely in error. Center staff suspect a previous vendor (several years ago) purchased followers without the known consent or direction of Center personnel. These and similar actions to artificially elevate followers have largely been banned on the platforms.

Center staff desired to make the Board aware of this finding, but no action is perceived as needed at this time. Staff believe time will naturally correct illegitimate numbers, and it is difficult to undue followers of this type.

6. Update on 2024 Goals and Objectives

(Attachment 9)

Ethics Services and Ethical AI provided updated goals and objectives per Board feedback at the January meeting. These were reviewed by the Executive Committee and granted interim approval to proceed as presented until the full board has the opportunity to review and approve at the April retreat. Health Justice goals and objectives remain under development but will be presented to the Board at the April retreat.

Next Board Meeting: May 8, 2024

8:00 – 9:30 AM (Central) | 9:00 – 10:30 AM (Eastern) | 6:00 – 8:30 AM (Pacific)

Upcoming Events:

- Patron Event (40th celebration)
April 2, 2024
- 40th Anniversary Celebration Dinner
April 11, 2024
- Rescheduled Board Retreat
April 12-13, 2024
Evening of April 12, Board & Staff Social, 5:30-7:30 PM, hosted by Eva Karp

Strategic Initiative Focus: Ethics Services (May 2024); Health Justice (July 2024); Advance Care Planning (September 2024); Ethical AI (November 2024)

[Board Book & Materials Link](#)



**Center for Practical Bioethics
2024 Board & Staff Retreat (Rescheduled)
April 12 – 13, 2024**

**In Person: Samuel U. Rodgers Health Center
825 Euclid Ave, Kansas City, MO 64124
Via Zoom: <https://us02web.zoom.us/j/9528298699>**

Minutes (see below agenda for Minutes)

Friday, April 12		
11:15 AM, CST	Lunch – please arrive by 11:15 for lunch and settling prior to the DEIJ discussion	
11:30 – 1:00	DEIJ Facilitated Discussion and Lunch	<i>Kirsten Brown Persley, Persley Advisors</i>
1:00 – 1:15	Break	
1:15 – 1:20	Opening Remarks	<i>Steve Salanski, Board Chair</i>
1:20 – 1:30	Resource Development <i>Post-Event Update</i>	<i>Alan Edelman, Chair</i>
1:30 – 1:55	Ice Breaker	<i>Steve Salanski, Chair and James Stowe, CEO</i>
1:55 – 2:15	10 Effective Governance Characteristics With Board discussion	<i>Steve Salanski, Chair</i>
2:15 – 2:45	Implement Marketing and Communication Strategy	<i>Norberto (Rob) Ayala-Flores</i>
2:45 – 3:00	Break	
3:00 – 4:00	Health Justice & Deliberative Democracy with Board Discussion	<i>Erika Blacksher, John B Francis Chair</i>
4:00 – 4:45	Executive Session CEO Performance Appraisal	<i>Steve Salanski, Chair</i>
5:30 – 7:00	Board and Staff Social	<i>Hosted by Eva Karp, Immediate Past Chair</i>
Saturday, April 13		
7:45	Breakfast	
8:00 – 8:15	Bylaws Revision and Update	<i>Maggie Neustadt, Governance Committee Co-Chair</i>
8:15 – 9:15	Ethics Services with Board Discussion	<i>Ryan Pferdehirt</i>
9:15 – 9:50	Rosemary Flanigan Chair Remarks with Board Discussion	<i>Terry Rosell, Rosemary Flanigan Chair</i>
9:50 – 10:05	Break	
10:05 – 10:10	President’s Report Update on Harman Foundation grant	<i>James Stowe, President and CEO</i>

10:10 – 10:45	African American Advance Care Planning	<i>Gloria Thomas Anderson, Heart Tones</i>
10:45 – 11:45	Ethical AI with Board Discussion	<i>Lindsey Jarrett</i>
11:45 – 12:00	Closing Comments	<i>Steve Salanski, Board Chair James Stowe, President and CEO</i>

Minutes: Friday, 4/12/24

Attendance: Vickie, Ed, Anita, Steve, Mitzi, Eva, Karen, Mike, Rob, Marvia, Abiodun, Inmaculada

Staff: James, Monica, and Erika

Selected Retreat highlights and Board actions are included below:

DEIJ Facilitated Discussion and Lunch	<i>Kirsten Brown Persley, Persley Advisors</i>
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Kirsten Brown-Persley, Persley Advisors, started off the retreat with an interactive presentation on elevating DEIJ in the context of board governance.

After an opening presentation, Kirsten presented “An Accountability Protocol to Foster DEIJ within Organizations”

The group self-reflects on the “why” statement of their board service, as well as spent some time in small groups discussing dignity breaches and how those impacted perspective. Members shared out their experiences, and the following points were made during the interactive discussion:

- Equity and ethics are aligned and the Center can model that to others.*
- From a systems perspective, this is also about teaching and infusion throughout a healthcare organization, so be big teachers and disruptors in our role. Disseminate and oversee impact that will lead to accountability within those organizations.*
- It is worth it to pay a bit of money for photos that depict diversity, and it is worth it to ask at events or during the provision of services if a photo can be taken with real clients.*
- It was suggested that the Board evaluation measure member’s thoughts more directly. It is thought that we may assume versus actually know, and we can’t be certain that all members are speaking up.*
- How does the Board ensure that virtual attendees are equally included?*
- Is there a way to put a plan into place about being intentional with change and including all voices?*
- Dignity is at the heart of the conversation.*

The Group was then asked to describe the components of DEIJB and name the “what, why, and how” of each component, in the context of the Center.

Diversity

What	Why	How
<i>Represent the community</i>	<i>Broaden reach and impact</i>	<i>Intentional</i>
<i>Mirror</i>	<i>Opportunity for systemic change</i>	<i>Tenacious</i>
<i>Trusted</i>	<i>Earn the trust of people we serve</i>	<i>Recruit differently and outside the box</i>
<i>Identification</i>		<i>Messaging</i>
		<i>Mentorship program</i>

Equity		
What	Why	How
<i>Define "diverse"</i>	<i>Must hear diverse voices</i>	<i>Matrix approach to balance personal connections (which have been high quality)</i>
<i>Diverse voices and backgrounds</i>	<i>Exposure to a variety of differences</i>	<i>Avoid tokenization</i>
<i>Be certain we have invited everyone "to the dance"</i>		

Justice		
What	Why	How
<i>Making up for lost time</i>	<i>Necessary to move forward</i>	
<i>Identifying disparities & roots of disparities</i>	<i>Need to acknowledge</i>	
<i>Recompense for historical wrongs</i>	<i>"earn back" trust</i>	
<i>Putting in more effort</i>	<i>transparency</i>	

Belonging		
What	Why	How
<i>People feeling heard</i>	<i>Allow honest thoughts</i>	<i>Efforts to include</i>
<i>Truly feeling comfortable</i>	<i>Right thing to do!</i>	<i>Give people freedom to express in ways they see fit</i>
<i>Voices can impact decisions</i>	<i>We have equal dignity</i>	<i>Intentionally set right tones to welcome <u>everyone</u></i>

Kirsten recommended that we plan a future activity to discuss and decide on what is being done well right now and what needs to be upgraded as a next step to assess and amplify our DEIJ efforts. She also recommended an exercise to identify opportunities to hold ourselves and the group accountable, according to the features of responding to the "What, Why, and How" questions about DEIJ.

Resource Development Post-Event Update	Alan Edelman, Chair
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Alan had a conflict and could not attend, but Steve presented a few items on his behalf:

- The total amount of donations received to-date for the 40th Anniversary Dinner is \$364,695!
- A stewardship plan was drafted by Cindy before her final day. Center staff will be working on a request to Board members to follow-up with a few key donors. A list with contact information and talking points is forthcoming.

Implement Marketing and Communication Strategy	Norberto (Rob) Ayala-Flores
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Rob presented the marketing and communication strategy created by Robben Roesler and colleagues, from the perspective of what the Board needs to know to communicate effectively about the Center.

The marketing and communication strategy document is found here in the board book: <https://www.practicalbioethics.org/wp-content/uploads/2024/04/2024-Board-Book-Final.pdf>. It starts on page 51.

10 Effective Governance Characteristics With Board discussion	Steve Salanski, Chair
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Steve shared the 10 characteristics of effective board governance, initially developed by Nonprofit Connect.

The Board discussed whether it would be valuable to have a current strategic orientation backed by a longer-term plan. The Board appreciated staff sharing as a tool for Board education, which has been implemented throughout 2023 Board meetings and is scheduled to continue. Anonymized case examples were suggested as ways to further this education.

Board members suggested that most strategic plans are now capped at 3-years out. One member suggested this would be a way to stop loss leading activities continuing on beyond the intended timeline.

The discussion moved to the effectiveness of programming. There are three primary program areas the Center does, and each has specific individuals who do these things. What are the educational and consultation products for each area? What is our market and scope for these activities? A member mentioned we are a national organization that doesn't act like it.

The market needs to be defined to set us apart and avoid competing with other organizations or similar offerings.

-Our difference is clear to us, but maybe not others.

-What are our credentials for what we do, including case studies exemplifying those credentials.

Health Justice & Deliberative Democracy with Board Discussion	<i>Erika Blacksher, John B Francis Chair</i>
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Erika provided her program update and a new set of 2024 objectives for the work she now calls Health Commons.

Marvia asked for examples of what would be deliberated. Erika responded that this is research, but the approach could be used for any pressing question. The case studies used in development of the Toolkit were described, and case studies will be used in the current pilot phase. The intent is to present deliberants with a series of choices of solutions and tell participants that they were scientifically valid and then the question of what ought to be done about the pressing issue is posed.

Vickie asked what is baked into the Toolkit "cake" to shift according to the vast differences in peoples' learning styles. Erika responded that diversity in expert facilitators, and on the facilitation team is important, as is envisioned training of the facilitation team, which is currently two Zoom trainings, and two in-person sessions. The training is a concept only.

Vickie responded that in addition to physical representation, is there training that will acknowledge differences in learning style. Erika replied that in the future train-the-trainer that yes, this will be included and modeled. Vickie stated that the approach sounds very White and Western – it is a complicated web to appeal to the type of diversity she is referring to, so systematically considering the dynamics is important and it sounds like Erika is doing this.

Anita asked about other available deliberative models. Specifically, is the Toolkit from scratch or borrowing? Are the cases based upon questions or populations, and is it focused only on population health? The Fishkin model of deliberative polling at Stanford has been deployed under a revenue-generating model.

Erika replied that she has a worry about this – when she thinks of potential organizations who would be interested in the approach, they are not deep pocketed. She provided an example of a similar effort that tried to create a "for profit arm," and it didn't work. She stated that, "magic happens in the room," and "until you see it, you don't understand it" as examples of her confidence that the product will attract interest.

Vickie mentioned Project Echo – where the material is free, but stakeholders, particularly benefactor organizations from the end results, pay for it, so they have a financial model that works well.

Eva stated that this is a loss leader, so the question is this something we want to invest in?

Karen stated that we are designing and testing an intervention. The Center is an applied organization. She sees opportunity if the pilot is funded as there are so many issues in healthcare that can only be solved locally. She recommends deciding what action are we trying to drive, or the levers for change, or what consensus could be gained at the community level to better define what we want. Real change happens locally, so there is opportunity.

Eva stated that if there is no earned revenue to do this investment, we need some type of outcome. Could we pick 3 areas and set targets for making measured movement in each. What metrics, other than revenue, define success given the Center's contributions.

Karen stated that a lot of private organizations may have interest, but we should identify levers for change and back into those.

Eva stated that we need something tangible.

Rob observed that there is potential ROI through increased quality of life, or quality of community living.

Anita stated that it might not be CBOs who are buying, but may be health systems. Pay us for expert role, not the Toolkit.

Marvia pressed back on the idea that CBOs have no money – she exampled many of them having periodic regulatory requirements to have planning conducted. The resultant events are often nauseatingly fake and don't impact the improvement plan. They pay a ton to facilitators, so this may represent a potential market.

Vickie pressed back on the notion of having results. Chasing data doesn't always capture the story. If you look too hard for data, you may miss the stories of impact. She emphasized that this work is about relationships.

Minutes, Saturday, 4/13/24

Attendance: Eva, Mitzi, Raghu, Steve, Rob, Mike, Karen, Anita, Maggie, Inmaculada, Ed, Vickie

Staff: Lindsey, Trudi, Odessa, Gloria, Erika, Terry, Ryan, James, and Monica

Bylaws Revision and Update	<i>Maggie Neustadt, Governance Committee Co-Chair</i>
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Maggie presented the results of the work of the Bylaws Subcommittee. Steve thanked the bylaws subcommittee for their work, especially Mark Thompson for his professional contributions

**Motion: Governance Committee via Maggie to adopt the amended bylaws;
Seconded: Eva; questions or discussion - none; motion carried by unanimous vote of present directors.**

**Ethics Services
with Board Discussion**

Ryan Pferdehirt & Terry Rosell

Terry Rosell began the presentation with a focus on the KU Agreement: Terry started the KU agreement in 2009 – starting with the blood/marrow transplant team; now, we co-chair ethics committee serve in the Department of the History and Philosophy of Medicine for education; co-chair Clendenning summer fellowship; 600% increase in ethics consultations since 2008; 1st quarter of 2024 consultations = 61 (44% increase over 2023 rate)

Committees: Organ/Eye donor advisory council; heart/VAD Transplant selection committee; Pediatric ethics and HEC Membership Sub-Committees; Bartholome Lecture Committee

Anita asked if the contract has increased since the increase of the consultations; after Terry's retirement, are they hiring someone or are they contracting with the Center? We provided them three options, which Terry outlined. The most likely outcome at the present time is that KU will hire a clinical bioethicist to lead and develop the program. It is our hope that this lead will have the resources to contract with the Center for support.

Raghu – how is the Palliative care program's relationship with ethics consult service? It is healthy and has experienced strong growth. They work closely with palliative, risk managers, etc. On the business side of things, given their ever-expanding scope, he is surprised it is just one FTE. Raghu suggests he can be involved in 2-3 months, after the relationship between Liberty and KU is finalized.

Rob sees growth over this period, why the recent strong growth? Phenomenal growth from 2019-2021, Terry is not sure. Ascribes it to competence and training, and if helpful, they call again. It may be collaboration with administration and care progression social work case management. Raghu states that more than 1/2 of consult requests come from nursing staff at Liberty Hospital. They are in more of a position because they see patients all the time. Maybe a group we want to endear ourselves to is nurses.

Terry reacted that the pathway was to seed a market with a language, including educating students, which drives consults, and grew the program at KU.

Eva: As you grow services, important you don't just have one person, but a capable team you can switch out.

Ryan then discussed the other programs, clients, and leads that he is managing or pursuing under Ethics Services.

Ryan then outlined our various partner organization contracts and services.

Chemo therapy shortage – worked with Polo Camacho for allocation policy.

University Health – Rick Butin wanted to add veracity into their brain-death policy, and tailored some language and what they were going to share with the family.

5-year renewal of Magnet Certification – we sit with the Magnet consultation. The test is to ask a nurse at 1 AM what is the process for ethics consult; then, they ask the ethics committee the next day for concordance.

Expanding consultations beyond the sole champions in our various system partners.

Steve: when consulting with Ochsner, how does that happen? Zoom meeting, and then debrief afterwards; meet with whole team, then separate off with ethics committee, and then vote on the recommendation.

Raghu says accessing key person in organization (risk management) and Stories are helpful.

Local – one glaring absence is HCA.

Anita asked about scalability.

Pre-funding staff capacity to service new contracts, including potential fellows to shadow Ryan.

Another alternative is to operate a fully, or mostly remote practice.

Concerns were raised by Board members about Ryan’s capacity, especially if additional health systems are added as contracted services partners.

James responded that he, Ryan, and Terry have developed a plan for the natural constraints of a small team and lack of capital to quickly onboard additional capacity. A formula of effort and income was developed to set thresholds for onboarding any additional clinical bioethicists, and a model of hiring part-time healthcare ethics consultants to fill in partial or temporary needs has been successful in other sectors. The Center has already been in conversation with three clinical bioethicists about this approach.

Moreover, Ryan’s 1.0FTE effort has not been “oversold,” despite the ample contracts under his purview. The real time commitment does not exceed a full time position on an annual basis, as many of the contracts are for a small number of retained hours.

The immediate next step is to hire a program coordinator who will reduce Ryan’s administrative, clerical, and quality assurance activities, as well as lending support to pursuing new client leads. This change would allow the Center’s professional specialists to remain focused on specialized work.

Rosemary Flanigan Chair Remarks with Board Discussion	Terry Rosell, Rosemary Flanigan Chair
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Terry has confirmed his intent to retire at the end of 2024, after 30 years of Bioethics practice. These remarks were requested as a reflection of his time as the Flanigan Chair and to provide insights that would be helpful to the Center as we progress in the future.

History as a Path to the Future

9 Lessons learned:

1. *I am expendable and replaceable. (So are you).*
2. *Grant-funded projects can enable worthy work in bioethics. So...go hunting.*
3. *Contracts for bioethics services can be better than hunting for grant dollars.*
4. *It's not all about the money ... not personally, not corporately.*
5. *Serendipities happen. (But they don't JUST happen...)*
6. *Bioethics practice requires the right tools.*
7. *We all need friends*
8. *Retire someday (and not too late...)*
9. *Remember to say thank you*

President's Report Update on Harman Foundation grant	James Stowe, President and CEO
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James reported that the Harman Board of Directors will meet on 4/18/24. A likely action is a vote on awarding the Center the funding to hire Dr. Anderson as an independent contractor for a 4-year, \$1 million project. This action would be contingent upon the Center and Dr. Anderson coming to terms on an agreement that is in draft form and under attorney review/negotiation at this time. The main question is how to treat existing intellectual property as Dr. Anderson licenses the use of this property during the project period. Both the Center and Dr. Anderson believe terms can be finalized soon.

African American Advance Care Planning	Gloria Thomas Anderson, Heart Tones
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Gloria started her presentation with reflection on her childhood and young adult roots in Kansas City. She commented on her elementary and high school experiences and looking forward to connecting more closely with this community and others in the work proposed under the Harman opportunity.

She felt called to help other families going through end of life and needing culturally responsive services, including training professionals in being conscious of these dynamics.

Let's Talk About ACP program was launched in 2021 – this is the program we are looking to bring to sustainability. They need administrative leadership and help. Comes from a cultural, spiritual, and generational values perspective.

The Black church is the venue she normally works through, but any entity that promotes culturally responsive care could be a partner.

Piloted and tested the approach through NC State.

Helping AA families make informed decisions about their care.

McDonnell & Idler (2020) – spoke about how to reach underserved African-American communities.

2021 pilot article was published.

They have tested the workshop via virtual delivery and found successful results.

KC pilot (in-person) had even better results

Primarily working in Maryland and the state of TN, and will start work in TX depending upon the direction taken under the Center

ACP Facilitator monthly community chat (they have 25 trained facilitators as of April 2024)

Rob: culturally relevant; language component; leveraging church communities

Raghu: With mistrust, optimal end-of-life care may be misperceived as one more instance of withholding services or optimal care.

Ethical AI with Board Discussion	Lindsey Jarrett
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Lindsey displayed the value across the AI lifecycle graphic

Presented very clear service areas, objectives, and metrics for success around each of them (termed milestones).

In the past few months, she has been reviewing the structure and functions of the Advisory Council and several changes have been implemented, including clarifying workgroup goals and shifting some leaders to a fully advisory role. An expected result of these changes is to amplify the representation of partner organizations rather than only individual thought leaders.

Journal publication remains under review as of April 2024.

NIH's AIM-AHEAD helps with representation of researchers which in turn helps to ensure that the data for AI learning is representative of the population.

Mike: What are the executives struggling with as AI becomes more prominent in their work?

Lindsey stated there are two main pillars: 1) They don't understand what AI-enabled products are in their system today – we are helping them with a risk classification and inventory; 2)

Procurement: understanding how they know they are getting an ethical tool – answer questions about data, who it has been piloted with and how, so we are working on a procurement guide to help to embed within existing tools.

Anita: UCSF and Common Spirit (AI oversight) have Lindsey or someone else head their governance committee or contribute; for example, their governance committee is meeting every 2 weeks, and this is a lot of time. Many organizations do not even know where to start.

Eva gave the example of sepsis identification, which a current algorithm is failing at, has recently been warned against.

Some of the value of this work is affirming good behavior – if physicians are doing something well, we help to affirm that good behavior.

Karen: AI has helped with administrative tasks and recognition – many testimonials, stories, and testing with various bodies of evidence.

Questions and discussion about the ethical AI “certification” program. Lindsey elaborated on current thinking and planning, including having reviewed a model of a “recognition program,” that would provide a detailed list of requirements to achieve different tiers of recognition. Entities would respond to the requirements in their own setting, and then those responses would be reviewed and validated by a panel organized by the Center to confer achievement and maintenance of the various tiers.

Toward the end of the discussion, Lindsey and others gave positive examples of AI-enabled tools and similar technological breakthroughs being used in health and healthcare.

Center for Practical Bioethics
Budget vs. Actuals: Budget_FY24_P&L - FY24 P&L Classes
January - March, 2024

	Actual	Budget	Total over Budget	% of Budget	Annual Budget
Income					
4110 Restricted Receipts					
4210 Funds Released from Restrictions	43,750	43,750		100.00%	290,000
4310 Endowment Receipts	78,072	78,072		100.00%	410,492
4430 Event Income	77,000	54,000	23,000	142.59%	72,000
4510 Earned Income	33,499	31,296	2,203	107.04%	143,188
4515 Provider Ethics Services	62,342	68,608	-6,266	90.87%	274,432
4520 Honoraria					4,000
4530 Lecture-Workshop Income					2,500
4660 Donations-unrestricted	38,256	58,750	-20,494	65.12%	350,000
4710 Membership - Institutional					15,000
4810 Communication Income	1,980		1,980		
4820 Publications Income	5		5		
5050 Interest Income	185		185		
Total Income	\$ 335,089	\$ 334,475	\$ 614	100.18%	\$ 1,561,612
Cost of Goods Sold					
7000 Cost of Goods Sold	1,980		1,980		
Total Cost of Goods Sold	\$ 1,980	\$ 0	\$ 1,980		\$ 0
Gross Profit	\$ 333,109	\$ 334,475	-\$ 1,366	99.59%	\$ 1,561,612
Expenses					
A) Salaries, Benefits & Other Employee Costs	276,604	276,989	-385	99.86%	1,110,455
B) Occupancy	5,059	7,794	-2,735	64.91%	16,850
C) Professional & Contract Services	53,559	54,806	-1,246	97.73%	237,223
D) Supplies	240	655	-415	36.64%	2,619
E) Telephone	2,343	1,845	498	127.00%	7,380
F) Postage & Shipping	1,072	351	721	305.30%	1,405
G) Equipment & Maintenance	602	2,085	-1,483	28.86%	8,338
H) Printing & Promotions	4,672	250	4,422	1868.75%	30,500
I) Travel & Transportation	1,890	300	1,590	629.84%	8,182
J) Conferences, Conventions & Meetings	1,326	2,575	-1,249	51.50%	80,450
K) Memberships & Subscriptions	6,435	6,661	-226	96.61%	26,870
L) Insurance	3,847	5,114	-1,268	75.21%	20,458
M) Interest Exp	1,074		1,074		
N) Miscellaneous Operating Exp	3,311	2,721	591	121.71%	10,882
Total Expenses	\$ 362,034	\$ 362,145	-\$ 111	99.97%	\$ 1,561,612
Net Operating Income	-\$ 28,925	-\$ 27,669	-\$ 1,255	104.54%	\$ 0
Other Income					
7820 Endowment Receipts Used for Operations	-78,072	-78,072		100.00%	-410,492
7830 Investment Earnings	25,803		25,803		
7840 Realized Investment Gains (Losses)	67,360		67,360		
7845 UnRealized Investment Gains (Losses)	151,430		151,430		
Total Other Income	\$ 166,521	-\$ 78,072	\$ 244,593	-213.29%	-\$ 410,492
Other Expenses					
7850 Investment Fees & Expenses	6,019	6,876	-857	87.54%	27,504
Total Other Expenses	\$ 6,019	\$ 6,876	-\$ 857	87.54%	\$ 27,504
Net Other Income	\$ 160,502	-\$ 84,948	\$ 245,450	-188.94%	-\$ 437,996
Net Income	\$ 131,577	-\$ 112,617	\$ 244,195	-116.84%	-\$ 437,996

Center for Practical Bioethics

Balance Sheet

As of March 31, 2024

	TOTAL
ASSETS	
Current Assets	
Bank Accounts	
1010 CENTER FOR PRACTICAL BIOETHICS INC (0266) - NEW	32,069
1070 MONEY MARKET ACCOUNT (8991) - NEW	50,000
1075 Country Club Bank - Brokerage Account	5,494
Total Bank Accounts	\$87,564
Accounts Receivable	
1240 Receivables	269,790
Total Accounts Receivable	\$269,790
Other Current Assets	
1450 Prepaid Insurance	9,412
1460 Prepaid Exp-Other	73,588
Total Other Current Assets	\$83,000
Total Current Assets	\$440,354
Fixed Assets	
1640 Furniture, Computers & Equipment	50,431
1740 Accum Depreciation - Furniture, Computers, Equipmnt	-32,311
Total Fixed Assets	\$18,120
Other Assets	
1805 Flanigan Endowed Chair Investment	2,375,108
1806 Foley Investment Account	473,440
1807 Francis Family Endowment	3,324,478
1840 Operating Lease	72,459
Total Other Assets	\$6,245,485
TOTAL ASSETS	\$6,703,959
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
2040 Accounts Payable (Bill)	4,905
Total Accounts Payable	\$4,905
Other Current Liabilities	
2130 Accrued PTO	40,919
2145 Operating Lease Liability	59,450
2150 Accrued Expenses - Other	1,063
2350 Line of Credit Loan	50,000
Deferred - Contract Services - Earned	5,501
Deferred - Contract Services - Provider Ethics	100,061
Total Other Current Liabilities	\$256,993

Center for Practical Bioethics

Balance Sheet

As of March 31, 2024

	TOTAL
Total Current Liabilities	\$261,899
Long-Term Liabilities	
2410 Deferred Revenue	18,750
2770 Operating Lease Liability LT	10,038
Total Long-Term Liabilities	\$28,788
Total Liabilities	\$290,686
Equity	
3100 Permanently Restricted Funds	4,969,353
3300 Temporarily Restricted Funds	1,226,281
3500 Unrestricted Funds	-20,353
5800 Opening Balance Equity	287
5900 Retained Earnings	106,128
Net Income	131,577
Total Equity	\$6,413,273
TOTAL LIABILITIES AND EQUITY	\$6,703,959

HEADLINES FOR MARCH 2024 FINANCIAL PERFORMANCE

REVENUE

Through the month of March, actual revenue is \$335,089 and favorable to budget by \$614. The primary variances are in the Event Income which is favorable to budget by \$23K and Donations – unrestricted, which is unfavorable to budget \$20K. Overall, the two categories net variance is favorable by \$2,506.

EXPENSES

Total actual operating expenses are \$362,034, which is favorable to budget by \$111.

OTHER INCOME

Other Income includes \$37K in distributions from Flanigan Funds and \$41K in distributions from Francis Funds. These funds cover 2024 expenditures but do not reflect 2024 income that was recorded in a prior period based on GAAP accounting.

OPERATIONS THROUGH MARCH 2024

Net unrestricted operating revenue over expenses is (\$28,925) and favorable to budget by \$1,255. Combined with the other investment income and distributions related primarily to Francis and Flanigan Funds, net income is \$132K.

Days of Cash - 4/29/2024*	
Operations Account	24.2
After Payback of Line of Credit	11.1
Using Foley	133
<i>*Nonprofit best practice: >90 days</i>	

Proposed 2024 Employee Handbook

Summary of Revisions

1. A pathway for reporting issues (harassment, malfeasance, etc.) involving the President and CEO to the Board Chair was included. (The previous wording was silent on what employees may do if the issue/misconduct they were experiencing involved the President and CEO.)
2. Financial policies and procedures, such as expense reimbursement and vehicle usage policies, were moved to the Financial Policies and Procedures Manual (currently, in draft form).
3. A section addressing marijuana was consolidated into existing drug and alcohol use and smoking policies.
4. A “spring holiday” created by the Center was eliminated and Juneteenth was established as a Center holiday.
5. The Governance Committee approved staff incentive plan was incorporated.
6. A productivity policy was incorporated with a staff work group and policy testing to occur in 2024.
7. Irrelevant, outdated, or unfeasible sections were removed. For example, antiquated wording around benefits, reference to roles that are no longer at the Center, and an archaic conflict resolution policy were removed.
8. Minor wording and phrasing updates were made throughout.



**EMPLOYEE
HANDBOOK
OF
PERSONNEL
POLICIES**

January 2024

Raising and responding to ethical issues in health and healthcare

Organization Description

The Center for Practical Bioethics

MISSION

To raise and respond to ethical issues in health and healthcare.

VISION

Ethical discourse and action advance the health and dignity of all persons.

CORE VALUES

- Respect human dignity
- Create space for those whose voices have not been heard or heeded
- Commit to the just delivery of healthcare
- Advance healthcare equity and health of all

GUIDING PRINCIPLES

- Listen actively, think critically, and act wisely with humility
- Lead and elevate the leadership of others
- Engage, collaborate, and innovate
- Commit to civil discourse
- Remain independent of outside influence

WORKING IN THESE AREAS

- Advance Care Planning
- Aging and Serious Illness
- Clinical Ethics Services
- Policy and Personal Guidance
- Ethical AI
- Deliberative Democracy in Health and Healthcare
- Health and Healthcare Justice

MAKING A PRACTICAL DIFFERENCE

- Guiding patients and families grappling with difficult choices
- Preparing current and future healthcare leaders to think critically and act wisely in the face of uncertainty
- Providing assistance to organizations, regulators and policymakers
- Bringing diverse groups together to work collaboratively and implement change.

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Table of Contents

Welcome **Error! Bookmark not defined.**

Organization Description 1

 MISSION 1

 VISION 1

 CORE VALUE 1

 GUIDING PRINCIPLES 1

 WORKING IN THREE AREAS 1

 MAKING A PRACTICAL DIFFERENCE 1

Introductory Statement 6

DIVERSITY 6

 Waiver of Breach 11

 Equal Employment Opportunity 6

 Americans with Disabilities Act (ADA) 7

 Religious Accommodation 7

 Immigration Law Compliance 7

 Genetic Information Policy 8

 Harassment Avoidance 8

 Sexual Harassment 8

 Harassment Based on Other Protected Characteristics 9

 Employment-At-Will 10

WORKPLACE ENVIRONMENT 11

 Business Ethics, Conduct and Whistle-Blower Process 11

 Real and Potential Conflicts of Interest 13

 Outside Employment 14

 Outside Speaking Engagements 14

 Employee Relations 15

 Personal Appearance 15

 Personal Vehicles **Error! Bookmark not defined.**

 Contributions to Publications **Error! Bookmark not defined.**

 Intellectual Property 15

 Social Media 15

 Constituent Relations 16

 Return of Property 16

EMPLOYEE RELATIONS	17
Discipline	Error! Bookmark not defined.
Conflict Resolution.....	17
Improving the Center	18
WORKING AT THE CENTER	18
Attendance and Punctuality	18
Workday and Work Week	Error! Bookmark not defined.
Workplace - Office and Remote	Error! Bookmark not defined.
Access to Personnel Files.....	23
Employment Reference Checks.....	23
Employment Termination	23
Introductory Period	25
Independent Contractors	26
Job Descriptions	26
Personal Data Changes.....	26
Workplace Privacy	27
Drug and Alcohol Use.....	27
Medical Marijuana.....	Error! Bookmark not defined.
Smoking Policy	28
Infectious Disease Control Policy.....	Error! Bookmark not defined.
Preventing the Spread of Infection in the Workplace	Error! Bookmark not defined.
Social Distancing Guidelines for Workplace Infectious Disease Outbreaks.....	Error! Bookmark not defined.
Missouri State Continuation	29
HIPAA.....	29
ERISA Rights.....	29
IRS Section 125 Cafeteria Benefit Plans.....	30
Health Insurance	30
Dental Insurance	31
Long-Term Disability.....	31
403(b) Retirement Plan.....	31
TIME OFF	32
Paid Time Off (PTO).....	32
Bereavement Leave.....	33

Holidays.....	34
Jury Duty.....	34
Time Off to Vote.....	35
Military Leave.....	35
Major Illness Leave.....	35
Lactation/Breastfeeding.....	35
Leaves of Absence.....	36
Volunteer Firefighter Job Protection Act.....	36
Witness and Crime Victim Leave.....	37
Social Security.....	37
Unemployment Insurance.....	37
Workers Compensation Insurance.....	37
Professional Development.....	38
COMPENSATION AND PERFORMANCE.....	20
Overtime.....	20
Meals and Breaks.....	Error! Bookmark not defined.
Work Schedules.....	20
Paydays.....	20
Paycheck Deductions.....	20
Performance Evaluation.....	21
Timekeeping.....	21
SAFETY.....	38
Emergency Procedures.....	38
Emergency Closings.....	39
Internal Investigations, Searches, & Personal/Center Property.....	Error! Bookmark not defined.
Security/Visitors.....	40
Violence in the Workplace.....	40
Weapons and Threats.....	41
Recording Devices.....	41
TECHNOLOGY.....	41
Computer and Email Usage.....	41
Internet Usage.....	42
EMPLOYEE ACKNOWLEDGEMENT FORM.....	44

APPENDIX A45

Introductory Statement

We believe that each employee contributes directly to CPB's growth and success, and we hope that each employee will take pride in being a member of our team.

This handbook of personnel policies was developed to describe some of the expectations of our employees and to outline the policies, programs, and benefits available to eligible employees. Please familiarize yourself with the contents of the Employee Handbook of Personnel Policies and file it for future reference.

These CPB personnel policies supersede all previous Employee Handbooks and/or Personnel Policies and all management memos that may have been issued in the past on the subjects covered. No employee handbook can anticipate every circumstance or question about policy. As CPB continues to grow, the need may arise to revise policies. CPB reserves the right to revise, supplement, or rescind any policies or portion of the handbook from time to time as it deems appropriate, in its sole and absolute discretion. Other than those prescribed by law, the only policy which is not subject to change is our employment-at-will policy permitting you or CPB to end our relationship for any lawful reason at any time. CPB will notify employees of changes to the handbook of personnel policies as they occur.

DIVERSITY

Equal Employment Opportunity

The Center for Practical Bioethics (CPB) is committed to a policy of equal opportunity. CPB will not discriminate against employees, applicants for employment, constituents or members on any unlawful basis including, but not limited to race, color, religion, creed, national origin or ancestry, ethnicity, sex (including pregnancy), gender (including gender expression and status as a transgender or transsexual individual), age, physical or mental disability, HIV/AIDS status, citizenship, past, current, or prospective service in the uniformed services, genetic information or any other characteristic protected under applicable federal, state, or local law.

In addition, CPB expressly prohibits discrimination in the workplace. Preventing discrimination is the responsibility of every employee in the way they treat and act with one another. Therefore, CPB expects all work relations to be business-like and professional, free of bias, prejudice and/or discrimination. This policy applies to all terms or conditions of employment including, but not limited to, hiring, firing, pay, job assignments, promotions, lay off, training and benefits.

Improper interference with the ability of CPB employees to perform their expected job duties is not tolerated. CPB will not tolerate any discrimination in the workplace, and it is expected that any employee who believes they have been subjected to any practice that appears to be inconsistent with this policy, or has witnessed such a practice, will contact the President/CEO regardless of the alleged offender's identity or position, so that rapid and constructive action can be taken. If the alleged offender is the President/CEO, the Chair of the CPB Board of Directors may be contacted. Employees are required to utilize the reporting procedure provided in this Handbook for any such problems, up to and including the Whistle Blower option.

The report will be investigated to determine what, if any, responsive action is necessary and appropriate. CPB may disclose information regarding the investigation and the determination procedure to employees on a “need-to-know” basis to investigate and resolve or remedy the matter. All employees are required to cooperate in the investigation when requested, which may include participating in witness interviews.

Anyone found responsible for an inappropriate or discriminatory act, or of alleging such without warrant, will be subject to disciplinary action, up to and including termination. Further, there shall be no retaliation or adverse action against an employee for raising an issue or complaint in good faith and pursuant to this policy. An employee who witnesses or experiences retaliation is to immediately report such conduct to the President/CEO. If retaliation is alleged to be from the President/CEO, the Chair of the CPB Board of Directors may be contacted.

Americans with Disabilities Act (ADA)

It is CPB's policy not to discriminate against qualified individuals with disabilities regarding application procedures, hiring, advancement, discharge, compensation, training, or other terms, conditions, and privileges of employment. We commit to non-discrimination under the Missouri Human Rights Act and the Kansas Act Against Discrimination regarding applicants and individuals with disabilities and, when needed, to provide reasonable accommodations to applicants and employees who are qualified for a job, with or without reasonable accommodations, so that they may perform the essential job duties of the position.

An individual who can be reasonably accommodated for the job in question without undue hardship will be given the same consideration for that position as any other employee or applicant.

All employees are required to comply with safety standards. Applicants who pose a direct threat to the health or safety of other individuals in the workplace, which threat cannot be eliminated by reasonable accommodation, will not be hired. Current employees who pose a direct threat to the health or safety of other individuals in the workplace will be placed on appropriate leave until an organizational decision has been made regarding the employee's immediate employment situation.

Religious Accommodation

CPB respects the religious beliefs and practices of all employees and will reasonably accommodate the religious needs, observances, and practices of employees upon request.

Immigration Law Compliance

CPB is committed to employing only United States citizens and other persons who are authorized to work in the United States. CPB does not unlawfully discriminate based on citizenship or national origin.

In compliance with the Immigration Reform and Control Act of 1986, each new employee, as a condition of employment, must complete the Employment Eligibility Verification Form I-9 and present documentation establishing identity and employment eligibility. Former employees who are rehired must also complete the form if they have not completed an I-9 with CPB within the past three years or if their previous I-9 is no longer retained or valid.

Genetic Information Policy

CPB does not conduct any genetic testing on any applicant or employee under any circumstance and does not discriminate against any applicant or employee because of that individual's genetic information (including information from genetic tests, the genetic test of family members, the manifestation of a disease or disorder in a family member, family medical history, or information about any employee's, applicant's or family member's request for or receipt of genetic services). Nor does CPB request, require, purchase, or deliberately acquire any genetic information.

To the extent CPB receives information about an applicant's or employee's family medical history or other genetic information inadvertently (e.g., in the administration of a leave request or accommodation request), that information will not be used except as required for any legitimate purpose (e.g., to consider an employee's leave request relating to a family member's medical condition) and will be treated and maintained as a confidential medical record and will not be disclosed except as allowed or required by applicable law.

Testing for drug or alcohol use is not considered "genetic testing," and may be required by CPB in appropriate circumstances. Consistent with the general prohibition against genetic testing of any applicant or employee, any specimen(s) gathered for drug and alcohol testing will not be tested for any genetic information.

CPB will not retaliate against any individual because the employee honestly and in good faith makes a complaint of discrimination based on genetic information and/or participates or cooperates in an investigation of alleged discrimination based on genetic information. Employees who feel they have been retaliated against for making a complaint or participating in an investigation should immediately report the circumstances or incidents to the President/CEO or designee.

Harassment Avoidance

All CPB employees have a right to work in an environment free from all forms of discrimination and conduct which can be considered harassing, coercive, or disruptive. Consistent with this philosophy, all employees of CPB are always expected to treat others with dignity and respect. Civility in the workplace is a major principle of our culture.

Harassment based on race, color, religion, creed, national origin or ancestry, ethnicity, sex (including pregnancy), gender (including gender expression and status as a transgender or transsexual individual), age, physical or mental disability, HIV/AIDS status, citizenship, past, current, or prospective service in the uniformed services, genetic information or any other characteristic protected under applicable federal, state, or local law will not be tolerated.

This policy applies to all individuals, whether related to conduct engaged in by fellow employees or someone not directly connected to CPB such as customers, vendors, or visitors. Conduct prohibited by this policy is unacceptable in the workplace and in any work-related setting outside of CPB premises, including business trips, business-related meetings, and business-related social events.

We encourage bystanders to become involved when they can possibly mitigate a situation in violation of this policy. Effective communication is an important tool in the effort to prevent or cease escalation of bad behavior or to stop repeated abusive behavior.

Sexual Harassment



Sexual harassment of any form or nature constitutes discrimination under the law and will not be tolerated. CPB defines sexual harassment as unwelcome sexual advances and requests for sexual favors. Other verbal, visual, or physical conduct of a sexual nature constitute sexual harassment when: (1) submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment; (2) submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual; or (3) such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment. Examples of sexually harassing behavior of a visual, verbal, or physical nature may include, but are not limited to:

- Unwelcome or offensive sexual innuendo
- Subtle pressure for sexual activity or coercion to date
- Sexist remarks or jokes about a person's body, physical appearance, or private life
- Degrading remarks, posters, pictures, photographs, cartoons, drawings, graffiti or other objects in the workplace that contribute to an intimidating work environment
- Unwelcome physical touching, including patting, pinching, stroking, kissing, hugging, or fondling
- Making improper or unwelcome advances or propositions or condescending or paternalistic remarks
- Sexually suggestive gestures, comments, stories, jokes, abusive or vulgar language with sexual implications
- Commentary about an individual's body, sexual prowess, or deficiencies

Harassment Based on Other Protected Characteristics

Harassment based on other protected characteristics is also strictly prohibited. Under this policy, while not an exhaustive list, harassment includes verbal, visual, written or physical conduct that denigrates or shows hostility or aversion toward an individual based on race, color, religion, creed, national origin or ancestry, ethnicity, sex (including pregnancy), gender (including gender expression and status as a transgender or transsexual individual), age, physical or mental disability, HIV/AIDS status, citizenship, past, current, or prospective service in the uniformed services, genetic information or any other characteristic protected under applicable federal, state, or local law and that 1) has the purpose or effect of creating an intimidating, hostile or offensive work environment; 2) has the purpose or effect of unreasonably interfering with an individual's work performance; or 3) otherwise adversely affects an individual's employment opportunities.

This prohibited conduct shall include, but is not limited to, the following, whether occurring in the workplace or otherwise on company time, using company equipment, or otherwise related to CPB events:

- Visual forms of harassment, such as markings, cartoons, graffiti, and drawings
- Verbal harassment, such as racial remarks, jokes, epithets, slurs, or negative stereotyping
- Threatening, intimidating or hostile acts
- Written or graphic materials that denigrates or shows hostility or aversion toward an individual or group
- Denigrating remarks and jokes related to a protected class
- Actions against or actions that tend to exclude persons due to their association with a protected class

Reporting Procedure

Any individual who believes that they have been the victim of conduct or has witnessed conduct prohibited by this policy, whether it is conduct of another employee, family, vendor, or anyone else associated with CPB, should report the incident(s) immediately to the President/CEO. If the alleged offender is the President/CEO, the report can be made to the Chair of the CPB Board of Directors and/or escalated to the whistle-blower level.

Employees are urged to use this procedure to report any incidents so that management is made aware of the situation and may conduct a prompt investigation and take appropriate corrective action to remedy the situation. The complaint procedure is always available without first confronting the offender. It is important that the situation is addressed without delay. This reporting procedure should be used to report instances involving agents and supervisory personnel, coworkers and any other persons involved in the workplace, including but not limited to, families, vendors, and visitors or any other person involved in the workplace.

CPB has a compelling interest in protecting the integrity of any investigation and endeavors to protect reporters and witnesses from harassment, intimidation and retaliation, to keep evidence from being destroyed, to ensure that testimony is not fabricated, and to prevent a cover-up. In some instances, CPB may decide that to achieve these objectives, those involved must maintain the investigation and any person's role in said investigation as confidential to the extent necessary to protect the investigation.

Employees are expected to cooperate fully in any investigation. False and bad faith complaints of harassment, discrimination or retaliation will be subject to disciplinary action. If the complainant does not agree with the resolution, an appeal can be made to the President/CEO or in applicable circumstances to the Chair of the CPB Board of Directors.

CPB forbids retaliation against anyone who has reported harassment or who has cooperated in the investigation of harassment complaints. If an individual feels they have been retaliated against for their role in an investigation, they should report using the same reporting process as described above. Any person found to have retaliated against another individual will be subject to the same disciplinary action provided for harassment offenders.

Employment Consequences

Any individual found to have engaged in any prohibited form of harassment or retaliation, either directly or indirectly, or to have engaged in behavior that is disrespectful or disruptive or otherwise prohibited by this or other CPB Policies, *regardless* of whether that behavior constitutes harassment prohibited by law, may be subject to appropriate disciplinary actions, up to and including discharge.

Employment-At-Will

CPB hopes and expects to have a long-term and mutually beneficial employment relationship. CPB recognizes, however, that at some point in the future either you or the company may choose to end the employment relationship. CPB believes that either party should be free to make that choice at any time. For this reason, employment at CPB is at will, meaning either you or the company may choose to end the employment relationship at any time. At-will does not, and is not intended to interfere with, limit or relinquish an employee's right to join with others to work toward altering the terms or conditions of their employment, including at-will status.

If you wish to resign your employment, CPB requests that you notify the CEO with a dated and signed written statement at least two weeks prior to your planned departure date (excluding PTO time) to help ensure a smooth transition.

Nothing in this statement is intended to interfere with, restrain, or prevent concerted activity as protected by the National Labor Relations Act. Such activity includes employee communications regarding wages, hours, or other terms or conditions of employment. CPB employees have the right to engage in or refrain from such activities.

Waiver of Breach

The waiver by CPB of any violation of any term or condition set forth in this Handbook shall not operate as the waiver of any subsequent violation. No waiver shall excuse compliance with the provisions of the employee handbook unless placed in writing by the President/CEO.

WORKPLACE ENVIRONMENT

Business Ethics, Conduct and Whistle-Blower Process

The successful business operation and reputation of CPB is built upon the principles of fair dealing and ethical conduct of our employees. Our reputation for integrity and excellence requires careful observance of the spirit and letter of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity.

The continued success of CPB is dependent upon our constituents' trust and we are dedicated to preserving that trust. Employees owe a duty to CPB and its constituency to act in a way that will merit the continued trust and confidence of the public. CPB frequently deals with sensitive, private information of constituents which is entrusted among CPB staff. Each employee is responsible for maintaining the strictest level of confidentiality of this information.

CPB will comply with all applicable laws and regulations and expects its directors, officers, and employees to conduct business in accordance with the letter, spirit, and intent of all relevant laws and to refrain from any illegal, dishonest, or unethical conduct.

CPB assures that employees who are related by blood or marriage will not have a reporting relationship.

In general, the use of good judgment, based on high ethical principles, will guide you with respect to lines of acceptable conduct. If a situation arises where it is difficult to determine the proper course of action, discuss the matter openly with your immediate supervisor and, if necessary, with the President/CEO for advice and consultation.

Compliance with this policy of business ethics and conduct is the responsibility of every CPB employee.

Staff, consultants and volunteers are encouraged to report suspected fraudulent or dishonest conduct (i.e., to act as "whistle-blower"), pursuant to the procedures set forth below.

Reporting



A person's concerns about possible fraudulent or dishonest use or misuse of resources, information or property must be reported to their supervisor or, if suspected by a volunteer, to the staff member supporting the volunteer's work. If for any reason a person's attempts to report the concerns directly are unsuccessful or rejected, the individual may proceed to report the concerns directly to the President/CEO, the Audit or Finance Committee, or the Chair of the CPB Board of Directors.

Alternatively, to facilitate reporting of suspected violations where the reporter wishes to remain anonymous, a written statement may be submitted to one of the individuals listed above. Reports of violations or suspected violations will be kept confidential to the extent possible, with the understanding that confidentiality may not be maintained where identification is required by law or to enable CPB or law enforcement to conduct an adequate investigation.

Definitions

Fraudulent or Dishonest Conduct: A deliberate act or failure to act with the intention of obtaining an unauthorized benefit. Examples of such conduct include, but are not limited to:

- forgery or alteration of documents
- unauthorized alteration or manipulation of computer files
- fraudulent financial reporting
- misappropriation or misuse of CPB resources, such as funds, supplies, or other assets
- authorizing or receiving compensation for goods not received or services not performed
- authorizing or receiving compensation for hours not worked

Whistle-Blower: An employee, consultant or volunteer who informs a supervisor, the President/CEO, or Chair of the Board of Directors or Audit & Finance Committee about an activity relating to CPB which that person believes to be fraudulent or dishonest.

Due to the important yet sensitive nature of the suspected violations, effective professional follow-up is critical. The supervisor should not discuss the case with attorneys, the media or anyone other than the President/CEO, or Chair of the Board of Directors or Audit or Finance Committee.

Whistle-Blower Protection

CPB will protect whistle-blowers by using its best efforts to protect against retaliation. Whistle-blowing complaints will be handled with sensitivity, discretion and confidentiality to the extent allowed by the circumstances and the law. Generally, this means that whistle-blower complaints will only be shared with those who have a need to know so that CPB can conduct an effective investigation to determine what action to take based on the results of any such investigation, and in appropriate cases, with law enforcement personnel. (Should disciplinary or legal action be taken against a person or persons because of a whistle-blower complaint, such persons may also have right to know the identity of the whistle-blower.)

Confidentiality – Non-Disclosure

As a result of employment with CPB, there will be access to confidential information that is not generally known to the public or to our field. It is the policy of CPB to ensure that the operations, activities, and business affairs of CPB and our constituents and vendors are kept confidential to the greatest possible extent; therefore, employees must treat all matters

accordingly. Employees of CPB must not disclose any confidential information entrusted to them by CPB, a client of CPB or any other party that CPB does business with, to any third party, except when disclosure is required by law, regulation or legal proceeding, or when such disclosure is authorized by the President/CEO. Such information includes, but is not limited to, information relating to proposed, ongoing or completed transactions of CPB, client information, client lists (past, present, or prospective), marketing plans (including plans for trademarks, service marks and copyrighted materials), confidential financial information of CPB and business plans. Such confidential information cannot be disclosed without CPB's prior written permission. Based on the unique nature and value of confidential information, employees shall safeguard such information by not directly or indirectly using, divulging, or disclosing any confidential information except in furtherance of CPB's business.

Whenever feasible, employees should consult with the President/CEO if they believe they have a legal obligation to disclose confidential information. Confidential information includes all non-public information that might be of use to competitors of CPB or harmful to CPB or its constituents if disclosed.

Upon the termination of employment, or whenever CPB shall request, employees shall deliver to CPB all confidential information in their possession or control, including all copies or other reproductions of the information, and removal of all electronically stored information from employee-owned devices (e.g., phones, tablets, portable or home computers). CPB is entitled to obtain injunctive relief to prevent threatened and/or actual violations of an individual's confidentiality agreement and to enforce the agreement.

Any request, by telephone or otherwise, for information regarding constituents or fellow employees should be referred to the President/CEO or designee unless the employee is specifically authorized to release such information.

Real and Potential Conflicts of Interest

Employees of CPB should exercise extreme caution to avoid a conflict of interest (COI) regarding CPB's interests and maintain their independent judgment in the conduct of CPB business. A "conflict of interest" exists whenever there is a conflict between the private and professional interests of an employee. Conflict situations can arise when an employee takes actions or has interests that may make it difficult to perform their duties objectively and effectively. Conflicts of interest may also arise when an employee (or members of their family) and any company or other organization in which they have an interest, either financial or otherwise, receives improper personal benefits because of their position in CPB, whether received from CPB or a third party.

Employees who become aware of a COI or the appearance of such should immediately disclose the situation to their immediate supervisor or to the CEO or designee, as the situation necessitates. In some situations, COI may be managed and resolved by disclosure to the President/CEO.

Some examples of potential conflicts of interest include, though are not limited to:

- owning a material financial interest in any CPB competitor or an entity that currently does business or is seeking to do business with CPB
- performing services for or being employed by any such entity, unless with CPB agreement
- investing in such a way that could compromise one's ability to perform their duties to CPB

- having an immediate family member who engages in any of the activities identified in this policy
- personally taking opportunities (or directing an opportunity to a third party) that properly belong to CPB or that are discovered using corporate property, information or position for themselves
- personally gaining from the use of corporate property, information or position
- participating in competitive activity with CPB
- accepting money or personal property in conjunction with CPB goods or services without approval from the President/CEO or designee

Employees should not seek or accept for their own benefit favors, special benefits, gifts or other considerations because of their association with CPB. However, this does not prohibit the receipt of gifts or entertainment of nominal value (less than \$100) or of greater value if approved by the President/CEO.

Annually, employees and directors will affirm that they have no real or apparent conflicts of interest or will disclose any COI that may have arisen. (See Appendix A)

Outside Employment

Outside employment that constitutes a conflict of interest is prohibited. Unless approved by the President/CEO, CPB employees may not receive any income or material gain from individuals or organizations outside CPB for materials produced or services rendered as a function of their CPB employment.

If CPB determines that an employee's outside work interferes with performance or the ability to meet the requirements of CPB, the employee may be asked to terminate the outside employment if they wish to remain with CPB.

Employees who by prior arrangement have working relationships with other organizations may seek approval by the President/CEO to maintain or enter a relationship with an outside entity. The purpose of the clarification is to protect the employee's integrity and CPB's best interest. The final decision to approve the request shall be the responsibility of the President/CEO and may involve the Board of Directors depending on the discretion of the President/CEO.

Outside Speaking Engagements

Employees may occasionally or regularly be asked to speak at events or to teach seminars and classes due to their subject matter expertise in bioethics and related work of the Center. Employees are encouraged to participate in these events if they are directly related to their CPB employment or if doing so does not adversely impact their regular CPB responsibilities and duties.

Unless otherwise previously approved by the employee's supervisor, exempted by the executive or agreed to by contract, the fees, income or honoraria from these activities are considered income for CPB.

If an employee is engaged in a professional activity for hire outside the scope of bioethics and their CPB responsibilities, it may be acceptable for the employee to keep the income earned for their personal use if prior notification is given and supervisory approval is secured in advance.

Employee Relations

CPB intends that the work conditions, compensation, and benefits it offers to its employees will be competitive with those offered by other employers in this area and in this field. If employees have concerns about work conditions or compensation, they are strongly encouraged to voice these concerns openly and directly to their supervisors. Issues are difficult to resolve when they are discussed among co-workers who are not able to remedy the concern. Our experience has shown that when employees deal openly and directly with supervisors, the work environment results in excellence, clearer and improved communications and more positive attitudes.

Personal Appearance

When representing CPB, employees will dress in a manner that is sensitive to the communities with which they work.

Intellectual Property

Papers, books, drawings, logos, marketing materials, improvements, business innovations, computer software, programs, or copyrighted materials which are made or acquired by the employee (either solely or jointly with others) or which employee has access to as a result of the employment relationship with CPB potentially become the property of CPB. The creator should discuss ownership with the President/CEO prior to assuming or claiming personal ownership. The employee's obligations regarding intellectual property use will survive termination of their employment relationship with CPB.

Social Media

If an employee uses social media forums for personal reasons, it should be outside of regular working hours. Employees who contribute to personal blogs, message boards, networking pages and other forums outside their job function should be mindful that it can be difficult to discern if a comment is a personal view or intended to represent the views of CPB. CPB's designated employee will post or direct other employees to post on social media on behalf of CPB.

Note: As used in this policy, "social media" refers to blogs, forums, and social networking sites, such as X (Twitter), Facebook, LinkedIn, YouTube, Instagram, TikTok, and SnapChat, among others.

Employees must not post comments as a representative of CPB or use CPB's name in their username or other such manner that could blur their identity with that of CPB. Employees must keep in mind that their identity can be discovered even when posting under a pseudonym or anonymously. Employees, when identified with CPB on social forums, are subject to CPB policies such as non-harassment, confidentiality and proprietary information, including protection of CPB's financial data, constituent data, proprietary processes, technology, donor and personnel information.

Employees who violate CPB policies via a social media forum will be subject to CPB disciplinary procedures as defined throughout the employee handbook. CPB owns intellectual property rights in its trademark, including the CPB name and logo, which should be used only in congruency with CPB's mission.

It is always recommended that all use of social networking be done in a truthful, respectful manner. Social media communications are publicly available; therefore, employees should not expect that their communications are private in any way or that CPB will not access and review communications.

Employees who discover information posted that is unfavorable or negative toward the Center are advised to bring the matter to the attention of the President/CEO or designee.

Methods of associating with others such as “tagging”, “friending”, or “linking” should be conducted with utmost discretion and consideration for the reputation of the Center when the connection involves the Center or the employee’s professional identity in any way.

Nothing in this policy is meant to, nor should it be interpreted to, in any way limit your rights under any applicable federal, state, or local laws, including your rights under the National Labor Relations Act to engage in protected concerted activities with other employees to improve or discuss terms and conditions of employment, such as wages, working conditions, and benefits.

Constituent Relations

Members and other constituents are among the Center’s most valuable assets. Every employee represents CPB to our constituents and the public. The way we do our jobs presents an image of our entire organization. Constituents judge all of us by how they are treated with each employee contact. Nothing is more important than being courteous, friendly, helpful, and prompt when interacting with Center constituents and the public.

Our personal contact with the public, our manners on the telephone, and the communications we send to constituents are a reflection not only of ourselves, but also of the professionalism of CPB. Positive interactions enhance our constituency image of CPB and assure that our vision, mission, and values are conducted with the highest level of commitment and integrity.

Return of Property

Employees are responsible for all CPB property, materials, or written information issued to them or in their possession or control.

Employees must return all CPB property immediately upon request or upon termination of employment, including keys, technology, and parking and building passes. This also includes confirmation that electronically stored data on personal devices has been removed or discarded if belonging to CPB or of significance to potentially harm CPB if not removed or discarded.

Document Destruction

CPB has an approved records retention schedule, outlined in the Fiscal Policies. CPB acknowledges its responsibility to preserve information relating to litigation, audits and investigations. Federal regulations make it a crime to alter, cover up, falsify, or destroy any document to prevent its use in an official proceeding. Failure on the part of employees to follow this policy can result in possible civil and criminal sanctions against CPB and its employees and possible disciplinary action against responsible individuals (up to and including termination of employment). Each employee has an obligation to contact the CEO or designee of a potential or actual litigation, external audit, investigation or similar

proceeding involving CPB that may have an impact as well on the approved records retention schedule.

Personal Electronic Devices

CPB recognizes that employees own and use personal electronic devices for the benefit of CPB and that these devices can improve accessibility and productivity. Personal electronic devices should not be used to distract or interfere with work performance or productivity or cause a safety or security hazard.

If content, information or property of CPB is downloaded or transferred to a personal device, the employee must treat that information as property of CPB and ensure that it is safeguarded and protected in like manner as to that of employer-issued equipment.

If any personal device containing CPB owned content, messages, or intellectual property is lost, stolen or destroyed for any reason, including the malfunction of the device, the employee is obligated to immediately report the incident to their supervisor in order to document the occurrence and assess risk of data breach exposure or action to be taken regarding the compromise of the organization's network, information system or records.

EMPLOYEE RELATIONS

Conflict Resolution

CPB strives to encourage an open and frank atmosphere in which employees may raise any problem, complaint, suggestion, or question. Supervisors, managers, and employees are expected to treat each other with mutual respect. Employees are encouraged to offer positive and constructive suggestions.

If a situation occurs when employees believe that a decision affecting them is unjust or inequitable, they are encouraged to make use of the following steps. The employee may discontinue the procedure at any step.

1. Employee discusses problem with fellow employee after incident occurs to reconcile the issue.
2. Employee presents problem to immediate supervisor after incident occurs. If supervisor is unavailable or employee believes it would be inappropriate to contact that person, employee may present problem to the President/CEO or designee.
3. Supervisor responds to employee during discussion or after consulting with appropriate management, when necessary.
4. Employee presents problem to President/CEO or designee if problem is unresolved.
5. President/CEO or designee counsels and advises employee, assists in putting problem in writing, consults with employee's manager(s), if necessary, and directs employee to President/CEO for review of problem if the problem remains unresolved.
6. Employee presents problem to President/CEO in writing.
7. President/CEO reviews and considers problem. President/CEO informs employee of

decision and forwards copy of written response for employee's file. The President/CEO has final authority to decide the issue.

If the employee would feel uncomfortable or threatened by reporting a problem to CPB leadership, the employee is encouraged to bring the problem to the attention of the current Chair of the Board of CPB — whether of an operational or financial nature or otherwise. The Chair will facilitate the resolution process to a fair conclusion.

Not every problem can be resolved to everyone's total satisfaction, but only through understanding and discussion of mutual problems can employees and management develop confidence in each other. This confidence is important to the operation of an efficient and harmonious work environment and helps to ensure everyone's job security.

No retaliation is permitted against a person who has made a good faith complaint or report of a workplace problem, or who has made a good faith request for an investigation into whether discrimination or harassment has occurred, in accordance with the Conflict Resolution procedure. No person will be retaliated against for participating in or giving information during such an investigation.

Improving the Center

Employees of CPB can contribute to the future success and growth of the Center by suggesting practical work-improvement or cost-savings ideas. Any idea that can solve a problem, reduce costs, improve operations or procedures, enhance constituent service, or eliminate waste or spoilage will help make CPB a better or safer place to work.

All suggestions should contain a description of the problem or condition to be improved, a detailed explanation of the solution or improvement, and the reasons why it should be implemented. If you have questions or need advice about your idea, contact your supervisor for help.

WORKING AT THE CENTER

2024 Trial of the 100:80:100 Model

The Center is considering full adoption of the 100:80:100 model, whereby employees will receive 100 percent of their pay for 80 percent of the time in exchange for a commitment to maintain 100 percent productivity. The team should be able to usually get everything done in 32 hours over 4 days. This model is not a compressed work schedule, but rather represents reduced hours while expecting 100% productivity.

Adopting the 100:80:100 model anticipates increased productivity and enhancement of the Centers ability to attract and retain employees.

The Center will use 2024 (some or all of the year) to evaluate the effectiveness of this model to determine longer-term adoption. We will likely unveil shortcomings, nuances, and the need to iterate our approach. Feedback, criticisms, and observations are welcome from every team member.

An internal workgroup will be formed to assist in rolling out a solid test and ensuring that varied perspectives are considered. [Harvard Business Review](#) offers initial questions that can be posed by this type of workgroup:



Questions for employees:

- Should we work four eight-hour days, or reduced hours on five days?
- Which days or hours should we take off?
- How can we keep the change from negatively impacting our clients, customers, and other stakeholders?
- What steps can we take to increase our productivity?
- How will we share our ideas for process improvements with one another?

Questions for leadership:

- How will the organization measure productivity?
- What support will employees need to make this pilot a success?
- How long should the organization run this pilot?
- Are there any legal concerns we should be aware of?

Initial results from the workgroup and subsequent pilot will be used to specify the “where, when, and how” of the policy if long-term adoption is pursued. Program leaders will consider goals and outcomes for their portfolio of work.

Initially, full-time staff will be granted Fridays off, in exchange for a commitment to full productivity for the remaining four days of work in the week. Part-time staff are encouraged to select days other than Friday for their work, to align with availability of the broader team. Coverage solutions will be sought for any positions that participate in on-call work, such as our clinical ethicists, or those who may be required to work all five days because of partner requirements or other external responsibilities.

The opportunity to participate in the pilot may be limited by funding, grant requirements, endowment conditions or donor intent, or other factors.

However, adoption across the organization is strongly encouraged as a best practice and contributes to overall likelihood of success of the policy.

Productivity Policy

The Center expects all employees to meet high productivity standards. Time management, teamwork, efficiency, cooperation, and effort all contribute to an employee’s productivity. The standards leading to high productivity include, but are not limited to, the following:

- Consistently reporting to work and leaving work according to work schedule
- Fully engaging in the work while on paid time/not misusing work time
- Meeting deadlines
- Asking for assistance when necessary
- Assisting others with information, knowledge, time, and resources
- Being prepared to give extra time when necessary
- Responding positively to unanticipated overtime needs
- Limiting unscheduled absences
- Notifying supervisors as soon as possible of unscheduled absences in accordance with department procedures
- Learning and using technology and databases for maximum efficiency
- Being prepared for meetings
- Starting meetings on time and ending on time
- Avoiding unnecessary interruptions of others at work

- Following-up on activities that have been delegated
- Following Center systems and procedures
- Minimizing the need to conduct personal business during work hours

If an employee is in a supervisory position and notices these standards are not being met, the supervisor should discuss productivity concerns with the staff member in a direct, calm, and candid session. If the employee continues to struggle to meet these standards, the supervisor should contact the CEO.

COMPENSATION AND PERFORMANCE

Overtime

Overtime shall be assigned by the supervisor to meet essential operating needs and must be approved in advance.

Nonexempt employees will receive overtime pay for hours worked over 40 in a workweek at a rate not less than time and one-half their regular rate of pay.

Work Schedules

The expected work schedule for regular, full-time employees is 32 hours per week. The regular workday schedule will be 9:00 to 5:30 p.m. Monday through Thursday. The work responsibilities of certain employees may necessitate irregular work schedules with some work hours falling outside of the regular workday schedule. Irregular work schedules are a matter of agreement between the employee and their supervisor.

All personnel with CPB are employed with the understanding that travel, weekend, and evening meetings can be a part of their position. Staffing needs and operational demands may necessitate variations in starting and ending times, as well as variations in the total hours that may be scheduled each day and week.

Paydays

All staff are required to participate in mandatory direct deposit.

Employee pay will be electronically deposited directly into one or more checking or savings accounts designated by each employee semi-monthly on the 15th and last days of the month. For exempt staff, each itemized pay statement will include earnings for all work performed through the end of the current payroll period. For nonexempt staff, each itemized pay statement will include earnings for all work performed through the end of the prior payroll period.

If a regularly scheduled payday falls on a day off such as a weekend or holiday, employees will receive pay on the last day of work before the regularly scheduled payday.

Issues or questions regarding pay should be discussed only with the employee's supervisor or the President/CEO or designee.

Paycheck Deductions

It is our policy to comply with the requirements of the Fair Labor Standards Act (FLSA). Therefore, we prohibit any improper deductions from the salaries of exempt employees. Employees need to be aware that CPB does not allow deductions that violate the FLSA. If you believe that an improper deduction has been made to your salary, you should

immediately report this information to your direct supervisor or to the Fund Accountant. Reports of improper deductions will be promptly investigated. If it is determined that an improper deduction has occurred, you will be promptly reimbursed for any improper deduction made.

Performance Evaluation

Supervisors and employees are strongly encouraged to discuss job performance and goals on an informal, day-to-day basis. Annual formal performance evaluations will be conducted to provide both supervisors and employees the opportunity to discuss job tasks, identify and correct weaknesses, encourage and recognize strengths, and discuss positive, purposeful approaches for meeting goals.

Timekeeping

Accurately recording time worked is the responsibility of every nonexempt employee. Time worked is all the time spent on the job performing assigned duties.

Nonexempt employees are required to record hours worked, Paid Time Off, Jury, Bereavement, and other types of leave, and have those approved by a supervisor signature. It is the employee's personal responsibility to ensure the accurate reporting of hours to the supervisor.

Exempt employees may be required to report outcomes, particularly based on the Center's productivity policy, and some funders may require timekeeping of all hours worked.

All time taken off must be approved and signed by the supervisor. Exceptions to regular pay, (i.e., PTO, Bereavement, and Jury duty) will be adjusted through the end of the previous payroll period.

Altering, falsifying, or tampering with time records may result in disciplinary action, up to and including termination of employment.

Staff Incentive Plan

1. Purpose

Increasingly, the Center's services and competencies are requested by healthcare and related entities to help resolve ethical dilemmas, increase access to ethics services, and more carefully consider the bioethical considerations of their activities and offerings. Significant business acumen is required to align with this healthy shift, which helps to diversify revenue and increase financial stability beyond what is possible under traditional models of donations and grants.

The professional staff who lead the Center's efforts to cultivate and maintain these service relationships are essential. This incentive plan is designed to help emphasize the importance of service contracting to the Center, provide a mechanism for the attraction and retention of top talent in the field, and recognize the value of strong performance. This incentive plan is not the sole retention or compensation strategy that the Center may employ.

2. Eligibility

For certain categories of professional staff, including program leads for Ethics Services (VP of Ethics Services) and Ethical AI (VP of Ethical AI). These areas of Center operations are



most likely to establish and maintain service contracts with healthcare and related entities. The staff member must be a full-time staff member in good standing at the time of payout. From time to time, the categories and title of eligible staff may be reviewed and adjusted as new opportunities become available.

3. Process

Annually, during the budget process, budgets for individual programs (Ethics Services, Ethical AI, etc.) will be established and used to assist in tracking the financial performance of the various programs.

- a. **Lookback period.** A financial lookback is to be completed by end of first quarter of the budget year following the year under consideration, when all accounting for the previous year has been completed. Accurate accounting requires the software, tools, staff, and behaviors required to code revenue and expenses appropriately. Incentives may be subject to change depending upon the veracity of accounting procedures (e.g., errors may be made from time to time, and these may impact the incentive amounts), and may also be subject to corrections to how expenses or revenues are coded to programs or otherwise classified.
- b. **Type of revenue.** Although philanthropic donations and grants constitute important revenue sources for Center programs, awarding of staff incentives using these dollars is usually unallowable or unfavorable due to stewardship considerations. Therefore, incentive offerings may be impacted, limited, or eliminated depending upon the share of donations or grants in the overall program budget.
- c. **Additional factor(s).** Solely incentivizing margin may not produce all intended outcomes. For example, retention and satisfaction of existing partners is valuable for long-term sustainability. Therefore, retained and satisfied partners may be added to adjust the incentive payout.
 - i. **Partner Satisfaction.** One basic factor indicating satisfaction is renewal of the contract. The percentage of partners who indicate “satisfied” or “very satisfied” on an end-of-year, or periodic, survey will also indicate retention performance.

4. Incentive Rates

The Center will balance the desire to reward and retain top-performing staff with what is viewed as a reasonable compensation strategy for a not-for-profit that relies on donations and gifts for a significant portion of operations.

The presented incentive rates use staff base salary in November of the year under review as a basis for the incentive calculation (i.e., 15% of the staff member’s annualized salary as of November 30th of the reviewed year.)

For all approaches, the program budget must at least break even. If issuing incentives places the program into net loss, no incentive payment will be made.

For the purposes of this policy, net program margin refers to total revenues over expenses, including staff salaries (including subordinate and supportive staff with effort dedicated to the program), indirect expenses, operational expenses, program delivery expenses, and the other revenues and expenditures that comprise the program’s full financial picture.

As we move to program-based budgeting, a program may need to make a financial contribution to an agency asset or expenditure that may impact this picture. Moreover, calculations will be made using actual received revenues, and not, for example, those under contract for which no monies have yet been received.

Adjustments to the following rates and approaches may be made as the Center gains experience with the policy and to assure there is a sharing in profit margin between the Center and staff:

Net Program Margin	Incentive
\$20,000 or less	None
>\$20,000 but <\$50,000	One-half incentive rate (7.5% of base annual salary)
>\$50,000 but <\$250,000	Full incentive rate (15% of base annual salary)
Exceptional performance of >\$250,000, including partner retention and satisfaction	Full incentive rate (15% of base annual salary) + one-time special incentive of 3% of base annual salary (18% in total)

[Access to Personnel Files](#)

Personnel files are the property of CPB, and access to the information they contain is restricted. Generally, only supervisors and management personnel of CPB who have a legitimate reason to review information in a file can do so.

Employees who wish to review their own file should contact the CEO or designee. With reasonable advance notice, employees may review their own personnel files in CPB's offices and in the presence of an individual appointed by CPB.

[Employment Applications](#)

CPB relies upon the accuracy of information contained in the employment application, as well as the accuracy of other data presented throughout the hiring process and employment. Any misrepresentations, falsifications, or material omissions in any of this information or data may result in the exclusion of the individual from further consideration for employment or, if the person has been hired, termination of employment.

[Employment Reference Checks](#)

The President/CEO will designate a Center employee who will respond to reference check inquiries. Responses to such inquiries will confirm only dates of employment and position(s) held. Release of wage rate information requires written release from current and former employees. Requests by volunteers and employees seeking a reference or recommendation including in written form on agency letterhead, should be confirmed by the CEO or designee.

[Employment Termination](#)

Termination of employment is an inevitable part of personnel activity within any organization, and many of the reasons for termination are routine. Below are examples of some of the most common circumstances under which employment is terminated.

[Resignation](#)

Voluntary employment termination initiated by a team member. Written notice of at least two weeks (excluding PTO time) is requested. Proper notice will be considered for rehire

purpose. In the case of rehire, generally a break in service of six months will result in being treated for all purposes as a new hire, subject to benefit provisions.

It is not our practice to provide a reference letter. Generally, we will confirm position title and dates of employment, and salary history with a written release.

Quit

Voluntary employment termination initiated by an employee, without proper written notice to management of at least two weeks. The lack of proper notice will result in the individual being ineligible to receive pay for available PTO benefits or rehire.

Termination

Involuntary employment termination initiated by CPB. In general, two weeks' notice will be granted, or, at the discretion of management, the equivalent severance pay may be substituted for notice and the employee will be eligible to receive pay for available PTO benefits.

However, in the case of gross misconduct or if termination is for disciplinary reasons, no notice or severance in lieu of notice will be provided and PTO will not be paid. In general, employees who have been terminated are not eligible for rehire.

Pay and Benefits

Health insurance terminates the last day of the month of employment unless an employee requests immediate termination of benefits. Benefit communications will be provided to outline benefit rights to continuation and/or roll-over. Employees will be required to pay their share of the premiums through the end of the month.

Final pay will be provided in compliance with the applicable state law and company policy. Please remember to provide an update of address during the year of termination so that your tax information can be delivered.

Exit Interview

CPB will generally schedule exit interviews at the time of employment termination. The exit interview will afford an opportunity to discuss such issues as employee benefits, conversion privileges, repayment of outstanding debts to CPB, or return of CPB-owned property, including confirmation of electronic data disposal. Suggestions, complaints, and questions may also be voiced.

If an employee voluntarily resigns, they are requested to give at least two weeks' notice in writing. Members of the management team are requested to give a minimum of 30 days' notice in writing. All employees are expected to remain on the job during the notice period unless other arrangements are worked out with their supervisor and approved by the President/CEO. Pay will continue through the last active working day, and payment for any eligible, unused Paid Time Off (PTO) allowance will be made.

In the case of position elimination, if it becomes necessary for the Center to terminate employment, employees will receive payment for any unused PTO allowance for which the employee is eligible.

Since employment with CPB is based on mutual consent, both the employee and CPB have the right to terminate employment-at-will, with or without cause, and for any lawful reason, at

any time.

All accrued, vested benefits that are due and payable at termination will be paid. Some benefits may be continued at the employee's expense if the employee so chooses. The employee will be notified in writing of the benefits that may be continued and of the terms, conditions, and limitations of such continuance.

Employment Categories

Each employee is designated as either NONEXEMPT or EXEMPT from federal and state wage and hour laws. NONEXEMPT employees are entitled to overtime pay under the specific provisions of federal and state laws. EXEMPT employees are excluded from specific provisions of federal and state wage and hour laws.

In addition to the above categories, each employee will belong to one of the following employment categories:

Regular Full-time employees are those who are not in a temporary or introductory status and who are regularly scheduled to work 30 or more hours per week. Generally, full-time employees are eligible for CPB's benefit package, subject to the terms, conditions, and limitations of each benefit program.

Regular Part-time employees are those who are not assigned to a temporary or introductory status and who are regularly scheduled to work fewer than 30 hours per week. While part-time employees receive all legally mandated benefits (such as Social Security and workers' compensation insurance), they are generally ineligible for all CPB's other benefit programs.

Temporary employees are those assigned for a specific or indeterminate period (generally no more than six (6) months) for a specific purpose. While temporary employees may be full- or part-time and do receive all legally mandated benefits (such as Social Security and workers' compensation insurance), they are generally ineligible for all CPB's other benefit programs.

Introductory Period

This policy was established to ensure that all new employees are provided with an Introductory Period of employment. During the Introductory Period, the new employee and the supervisor shall evaluate employment suitability in terms of skill, knowledge, performance, and compatibility. During this period, the employee shall be given the support and resources needed to learn and demonstrate the duties and competencies required in the new position and to achieve clearly articulated goals.

The Introductory Period is used to determine if a new employee's performance successfully meets the expectations of the role and if continued employment is warranted. The Introductory Period shall consist of the first ninety (90) days of employment (including transfer or promotion within the organization). During this time, the employee's supervisor will work with the employee to establish clearly defined performance goals; will educate the employee about the competencies of the position; will provide the employee with positive feedback regarding the employee's strengths and progress; will share constructive feedback in reference to any deficiencies observed; and will assess whether the employee's performance meets the expectations of the position.

If deficiencies are identified during the Introductory Period, the supervisor will provide an opportunity for the employee to improve performance, demonstrate competencies, and/or achieve stated goals. If deficiencies are significant or persist throughout the Introductory Period and appear to compromise the employee's ability to successfully perform the job, the supervisor must take immediate action. Such action may include termination of employment or extension of the Introductory Period. Completion of the Introductory Period does not guarantee continued employment and does not change the at-will nature of the employment relationship.

At all times during and after the Introductory Period, either CPB or the employee may terminate the employment relationship for no cause as it is always an at-will employment relationship.

During the Introductory Period, employees accrue, but cannot use, paid time off. In unusual circumstances, the supervisor has the discretion to grant an employee the use of paid time off during the Introductory Period.

Independent Contractors

CPB may use independent contractors for some positions and will comply with all IRS regulations pertaining to the difference between employees and independent contractors, (i.e., behavioral control, financial control, and relationship).

Job Descriptions

CPB endeavors to create and maintain accurate job descriptions for all positions within the organization to aid in orienting new employees to their jobs, identifying the requirements of each position, establishing hiring criteria, setting standards for employee performance evaluations, and establishing a basis for making reasonable accommodations for individuals with disabilities.

The President/CEO or designee and designated leaders prepare job descriptions when new positions are created. When job duties change, existing job descriptions are reviewed and revised to ensure that they are accurate. All employees will be expected to help ensure that their job descriptions are accurate, up-to-date, and reflect the work being done.

Employees should remember that job descriptions do not cover every task or duty that might be assigned and that additional responsibilities may be assigned, as necessary. Contact the President/CEO or designee if you have any questions or concerns about your job description.

In some instances, specific work assignments may be detailed in contracts or other type of position descriptions that specify employment obligations, which may impact an employee's job description. How those arrangements impact on the status of the employee will be spelled out in the agreement and will be signed and dated by the parties involved.

Personal Data Changes

It is the responsibility of each employee to promptly notify CPB of any changes in personal data within 30 days. Personal mailing addresses, telephone numbers, number and names of dependents, individuals to be contacted in the event of an emergency, educational accomplishments, and other such status reports should be accurate and current at all times. If any personal data has changed, notify the President/CEO or designee.

Workplace Privacy

CPB holds the highest regard for its employees' interest in maintaining the privacy and security of various personal information and materials. For that reason, it is important for employees to understand that all items on CPB property are subject to inspection at any time.

Specifically, CPB may at any time inspect an employee's office, desk, file cabinet(s), or any other workplace area, particularly where suspicion exists of employee misconduct. If personal property is locked and stored on CPB premises, it is the responsibility of the employee to ensure that a supervisor has knowledge of or access to a key for access in the absence of the employee.

Employees are advised not to keep confidential and personal information, materials, or belongings on CPB property or stored in CPB computers.

In addition, CPB's telephone, email, computer, voice mail, internet, and other communication systems may be monitored to prevent abuse and ensure that our communications with vendors, members, the public, and each other are of the highest quality. By using the telephone, email, voice mail, Internet, or other modes of communication, the employee consents to such monitoring. At times, it may be necessary to override or reset personal passwords, varying levels of message protection, and other security measures to sufficiently protect corporate interests or employee access. When that occurs, the organization will notify the employee of the action.

Use of CPB telephone, email, voice mail, computer, or other communication devices in a manner that does not comply with CPB's equal employment, harassment, or other policies or standards of conduct is strictly prohibited.

Drug and Alcohol Use

It is CPB's desire to provide a drug-free, healthy, and safe workplace. To promote this goal, employees are required to report to work in appropriate mental and physical condition to perform their jobs in a satisfactory manner.

While on CPB premises and while conducting business-related activities off CPB premises, no employee may use, possess, distribute, sell, or be under the influence of illegal drugs. The legal use of prescribed drugs is permitted on the job only if it does not impair an employee's ability to perform the essential functions of the job effectively and in a safe manner that does not endanger other individuals in the workplace.

On occasion, alcohol may be available at CPB-sponsored events or at community events in which an employee represents CPB. Employees who choose to drink alcoholic beverages at CPB functions are expected to behave in accordance with usual business standards and all CPB policies. Alcohol will not be served to minors or anyone who appears to be impaired. Safe passage home must be arranged for anyone who appears to be impaired.

Violations of this policy may lead to disciplinary action, up to and including immediate termination of employment. Such violations may also have legal consequences.

Employees with drug or alcohol problems that have not resulted in and are not the immediate subject of disciplinary action may request approval to take unpaid time off to

participate in a rehabilitation or treatment program. Leave may be granted if the employee agrees to abstain from use of the problem substance, abides by all CPB policies, rules, and prohibitions relating to conduct in the workplace, and if granting the leave will not cause CPB any undue hardship.

In general, CPB will conduct testing on the following basis: Post-Accident and Reasonable Suspicion which are defined as:

Post-Accident Testing

Team members are subject to testing on an objectively reasonable basis when:

- Employee drug/alcohol use is likely to have contributed to the accident, and
- The drug/alcohol test can accurately identify impairment caused by drug/alcohol use.

In these circumstances, the investigation and subsequent testing must take place as soon as administratively possible, but no later than one business day following the accident. If testing cannot be conducted within one business day following the accident, it will be up to the discretion of CPB whether to move forward with testing or not. Testing must accurately identify impairment caused by drug or alcohol use.

Reasonable Suspicion Testing

Employees are subject to testing based on the observations of supervisory personnel that there is reasonable suspicion of workplace use, possession or impairment. Grounds for reasonable suspicion of drug and alcohol use, requiring testing, will include but is not limited to the observance of the following:

- Bloodshot eyes or glassy eyes, pupils larger or smaller than usual
- Deterioration of physical appearance and personal grooming habits
- Unusual smells indicating recent drug and alcohol use
- Slurred speech or impaired coordination
- Unexplained changes in personality or attitude
- Sudden mood swings, irritability or angry outbursts
- Lethargy and lack of motivation

Employees with questions on this policy or issues related to drug or alcohol use in the workplace should raise their concerns with their supervisor or the CEO or designee without fear of reprisal.

Smoking Policy

CPB is committed to the preservation of the health and wellness of all employees and visitors in its facilities. In keeping with this commitment, use of tobacco products (cigars, cigarettes, e-cigarettes/ vapor delivery systems) is discouraged and *restricted to areas designated for this purpose*. Anyone who chooses to use tobacco must do so in accordance with their normal break times. CPB also prohibits any use including, but not limited to, smoking, ingesting or otherwise consuming marijuana at the workplace in any form (such as vapors, edibles or oils). Medical marijuana used in conjunction with a personal physician's prescription or treatment plan may be grounds for an exception.

BENEFITS



The Center offers benefits as outlined below. The Finance Committee will annually review benefits. Per that annual review, certain benefits may change and CPB will endeavor to notify employees of such change. At the beginning of each calendar year, the Center may issue to each employee a description of their current total compensation.

Missouri State Continuation

Missouri State Continuation law requires continuation of health benefit coverage for a specified period for employees and dependents when any of the qualifying events occur, as described below:

- A covered employee's separation of employment for any reason other than gross misconduct
- Reduction of work hours to fewer than the number required for participation
- A covered employee's death
- A covered employee's divorce or legal separation from the spouse (COBRA is then offered to the spouse and dependent children, if any)
- A covered employee's entitlement to Medicare under Title XVIII of Social Security
- A covered child's loss of dependent status under the plan

Generally, the period of coverage is 18 months, although this may extend up to 29 months in specific situations. If you or your eligible dependents elect to continue as members of CPB's Plans, you will be charged the applicable premium charged CPB by our carriers. The premium is subject to change if the rates charged to CPB increase or decrease.

Continuation coverage may end, however, if any of the following events occur:

- failure to make timely payments of all premiums
- CPB's termination of its group health plans

If you enroll for Medicare, you will no longer be eligible for continued coverage; but, as noted earlier in this statement, your spouse and dependent children may be entitled to extend their continuation coverage.

If you would like additional information regarding COBRA, please contact the President/CEO or designee.

HIPAA

The Health Insurance Portability and Accountability Act (HIPAA) provides certain protections regarding the privacy of health information maintained by the group health plans sponsored by CPB. It is the intent of CPB to assure compliance with the HIPAA privacy regulations issued by the Department of Health and Human Services.

ERISA Rights

As a participant of the Plans described in the following pages, you may be entitled to certain rights and protection under the Employee Retirement Income Security Act of 1974, also called ERISA. These Plans will contain an ERISA statement of rights in the Summary Plan Descriptions provided by management. ERISA provides that all Plan participants shall be entitled to:

- Examine, without charge, at the Plan Administrator's office and at other specified locations, such as work sites, all Plan documents, including insurance contracts, and copies of all documents filed by the Plan with the U.S. Department of Labor, such as detailed annual reports and Plan descriptions.
- Obtain copies of all Plan documents and other Plan information upon written request to the Plan Administrator. The Administrator may make a reasonable charge for the copies.
- Receive a summary of the Plan's annual financial report. The Plan Administrator is required by law to furnish each participant with a copy of this summary of the Plan's annual report.
- Obtain a statement telling you whether you have a right to receive a retirement benefit at normal retirement age and, if so, what your benefits would be at normal retirement age if you were to stop working under the Plan now. If you do not have a right to a retirement benefit, the statement will tell you how many more years you must work to get a right to a retirement benefit. This statement must be requested in writing and is not required to be given more than once a year. The Plan must provide the statement free of charge.

In addition to creating rights for Plan participants, ERISA imposes duties upon the people who are responsible for the operation of the employee benefit plan. The people who operate your Plan, called "fiduciaries" of the Plan, have a duty to do so prudently and in the interest of you and other Plan participants and beneficiaries. No one, including your employer or any other person, may terminate you or otherwise discriminate against you in any way to prevent you from obtaining a retirement benefit or exercising your rights under ERISA.

If your claim for a retirement benefit is denied in whole or in part, you must receive a written explanation of the reason for the denial. You have the right to have the Plan reviewed and reconsider your claim. Under ERISA, there are steps you can take to enforce the above rights. If you have any questions about this statement or about your rights under ERISA, contact the nearest Area Office of the U.S. Labor-Management Services Administration, Department of Labor.

[IRS Section 125 Cafeteria Benefit Plans](#)

CPB offers IRS Section 125 Cafeteria Benefit Plans to regular full-time employees, including a Flexible Spending Account and a Health Savings Account. These plans allow deductions for unreimbursed medical expenses on a pre-tax basis.

The regulations governing cafeteria plans are established by the Internal Revenue Service. CPB shall make every effort to comply with these regulations. However, CPB does not guarantee that these benefits are non-taxable.

Further explanation of this benefit plan is outlined in the Plan Document which is on file in the office of the President/CEO designee.

[Health Insurance](#)

CPB's health insurance plan provides employees and their family's access to health insurance benefits. CPB covers the cost of this plan for employees only. Regular full-time

employees are eligible to participate in the health insurance plan and may participate in the health insurance plan subject to all terms and conditions of the agreement between CPB and the insurance carrier. Employees who decline coverage under the Center's plan do so voluntarily; an annual statement of declination will be kept in the personnel file.

Details of the health insurance plan are described in the Summary Plan Description (SPD), which will be provided in advance of enrollment to eligible employees. Contact the President/CEO or designee for more information about health insurance benefits.

Eligible employees who elect to enroll in Medicare do so voluntarily, evidenced by documentation in their personnel file. Upon receipt of their annual Medicare notification letter, reimbursement for the Medicare and supplemental plans' premium costs will be made. The Medicare reimbursement is limited to the "standard Medicare premium" of the employee's (and spouse if eligible) premium cost based on the employee's salary at the appropriate individual filing rate.

Dental Insurance

CPB's dental insurance plan provides employees and their family's access to dental insurance benefits. CPB covers the cost of this plan for employees only. Regular full-time employees are eligible to participate in the dental insurance plan and may participate in the dental insurance plan subject to all terms and conditions of the agreement between CPB and the insurance carrier.

Details of the dental insurance plan are described in the Summary Plan Description (SPD), which will be provided in advance of enrollment to eligible employees. Contact the President/CEO or designee for more information about dental insurance benefits.

Long-Term Disability

CPB provides a long-term disability (LTD) benefit plan to help eligible employees cope with an illness or injury that results in a long-term absence from employment. LTD is designed to ensure a continuing income for employees who are disabled and unable to work.

Regular full-time employees are eligible to participate in the LTD plan and may participate in the LTD plan subject to all terms and conditions of the agreement between CPB and the insurance carrier.

Details of the LTD benefits plan including benefit amounts, and limitations and restrictions are described in the Summary Plan Description provided to eligible employees. Contact the President/CEO or designee for more information about LTD benefits.

403(b) Retirement Plan

CPB has established a 403(b) employee retirement savings plan to provide employees with the potential for retirement savings. The 403(b) retirement savings plan allows you to elect how much you want to contribute so you can tailor your own retirement package to meet your individual needs. Employees may make elective deferrals into the plan upon their date of hire. If an employee chooses **not** to participate in the plan, a non-election form is required to be completed and maintained in their personnel file (a requirement of the Plan).

To be eligible to participate in the 403(b) retirement plan for purposes of matching contributions, you must complete one year and 1,000 hours of service and be 21 years of age or older. Eligible employees may participate in the retirement plan subject to all terms

and conditions of the plan.

Each year CPB will determine if matching and/or non-elective contributions will be made to the Center for Practical Bioethics, Inc. Retirement Plan on your behalf. If contributions are made, then CPB will determine the formulas that will be used to allocate those funds to your account.

Recently, a discretionary matching contribution equal to 50% of your elective deferrals up to 6% of your compensation was made. In effect, this meant that if you contribute 6% of your compensation to the retirement plan, then CPB will contribute 3% of your compensation to the plan. Previously, the matching contribution formula was equal to 25% of your elective deferrals up to 5% of your compensation, which was effectively 1.25% of your compensation. The increase from 1.25% to 3% is significant.

Additionally, for all eligible employees, a discretionary "non-elective" contribution equal to 40% of the first 5% of your compensation was made. This is effectively a 2% contribution to the 403(b) plan for all employees who qualify, even if you do not elect to make salary deferral contributions to the plan.

To summarize, if you elect to contribute 6% of your compensation to the Center for Practical Bioethics, Inc. Retirement Plan, then these updated formulas will result in an annual addition to your 403(b) plan account totaling 11% of your compensation.

Your contribution	6%
CPB Match	3%
CPB Non-Elective	2%

Employees are always 100% vested in their accounts attributable to elective deferrals and rollover contributions.

The vesting schedule for the employer contribution is as follows:

0 – 1 year	0%
2 years	25%
3 years	50%
4 years	75%
5 years	100%

Complete details of the 403(b) retirement savings plan are described in the Summary Plan Description provided to eligible employees. Contact the President/CEO or designee for more information about the plan.

TIME OFF

Paid Time Off (PTO)

Paid Time Off (PTO) is an all-purpose time off policy for eligible employees to use for vacation, illness or injury, and personal business. It combines traditional vacation and sick leave plans into one flexible, paid time off policy. Regular full-time employees are eligible to earn and use PTO as described in this policy.

Beginning from the first date of employment, employees begin to accrue PTO according to the schedule below. However, before PTO can be used, a period of ninety (90) calendar



days must be completed. After that time, employees can request use of accrued PTO, including that accrued during the waiting period.

The amount of PTO that employees receive each year increases with the length of their employment as shown in the following schedule:

Tenure	Hours/Quarter	Days/Year	Maximum Carry Over
0-2 Years Service*	32	16	80 hours
3-6 Years Service	42	21	105 hours
7-15 Years Service	52	26	130 hours
15+ Years Service	72	36	180 hours

*Eligibility to use PTO begins after initial 90-day period is satisfactorily completed

PTO hours begin accruing, prorated based on the employee's start date, in the first quarter of the employee's tenure. Each quarter begins on the calendar year quarter: January 1, April 1, July 1, and October 1. For example, if an employee begins their tenure on December 1, they will accrue 1/3 of a possible 32 hours, although the employee may not utilize PTO until fulfilling the requirements of their initial introductory period. On January 1 following the December 1 start date, the employee will accrue an additional 32 hours of PTO.

To schedule planned PTO, employees should request advance approval from their supervisors. Requests will be reviewed based on several factors, including business needs and staffing requirements. PTO requests of 2 weeks or longer must be approved by the supervisor at least 30 days in advance.

Employees who have an unexpected need to be absent from work must notify their direct supervisor before the scheduled start of their workday, if possible, or as soon as is possible. The direct supervisor must also be contacted on each additional day of unexpected absence.

As employees progress in tenure to a new PTO accrual level, the new PTO accrual will occur on the first day of the quarter of the employee's annual anniversary date. For example, if an employee celebrates a three-year anniversary on May 15, 2013, they will begin accruing 42 hours of PTO on April 1, 2013. If the anniversary date is November 30, 2013, they will accrue the new 42 hours of PTO on October 1, 2020.

PTO is paid at the employee's base pay rate at the time of absence. It does not include overtime or any special forms of compensation such as incentives, commissions, bonuses, or shift differentials.

The Maximum Carry Over on December 31 will be carried over into the next year. Employees are encouraged to manage and utilize their PTO consistently during the year and hence maximize their available PTO hours.

Upon termination of employment, employees will be paid for unused PTO that has been accrued through the last day of work if appropriate notice has been provided in the case of voluntary resignation. (See Employment Termination on page 14.)

Bereavement Leave

Employees who wish to take time off due to the loss of a loved one, regardless of the



employee's relationship to the deceased (e.g., spouse domestic partner, child, parent, stepparent, sibling, grandparent, grandchild, friend or neighbor), should notify their supervisor immediately. Bereavement leave may also be granted for the death of a companion animal.

Up to five (5) days of paid bereavement leave may be provided to employees. Employees may, with their supervisors' approval, use any available paid leave for additional time off as necessary.

Holidays

CPB will grant holiday time off to all employees on the holidays listed below:

- * New Year's Day (January 1)
- * Martin Luther King, Jr. Day
- * Memorial Day (last Monday in May)
- * Juneteenth (June 19)
- * Independence Day (July 4)
- * Labor Day (first Monday in September)
- * Thanksgiving (fourth Thursday in November)
- * Day after Thanksgiving
- * Winter Holiday (December 24 to first workday following New Year's Day)

While these holidays are recognized by the Center, please reference the religious accommodation statement in the Diversity section of this handbook. Work with your immediate supervisor if you celebrate other holidays.

If a recognized holiday falls on Saturday or Sunday, the holiday will be recognized by CPB on the preceding Friday or following Monday.

CPB will grant paid holiday time off to all eligible employees immediately upon their hire date. Holiday pay will be calculated based on the employee's straight time pay rate (as of the date of the holiday) times the number of hours the employee would otherwise have worked on that day.

If a recognized holiday falls during an eligible employee's paid absence, holiday pay will be provided instead of the paid time off benefit that would otherwise have applied.

Paid time off for holidays will not be counted as hours worked for the purpose of determining overtime.

Jury Duty

CPB encourages employees to fulfill their civic responsibilities by serving jury duty when required. All employees may request up to two (2) weeks of paid jury duty leave over any one 12-month period.

Jury duty pay will be calculated on the employee's base pay rate times the number of hours the employee would otherwise have worked on the day of absence. If employees are required to serve jury duty beyond the period of paid jury duty leave, they may use any available PTO or may request an unpaid jury duty leave of absence.

Employees must show the jury duty summons to their supervisor as soon as possible so that

the supervisor may decide to accommodate their absence. Of course, employees are expected to report for work whenever the court schedule permits.

CPB will continue to provide health insurance benefits for the full term of the jury duty absence. Paid Time Off benefits will continue to accrue during jury duty leave.

Time Off to Vote

CPB encourages employees to fulfill their civic responsibilities by participating in elections. By law, employees may be absent for a three-hour period between the time of opening and closing of the polls (e.g., 6-9 a.m. or 4-7 p.m.). Therefore, employees scheduled to work 8:30 a.m. to 5:00 p.m. may be excused one hour early or allowed to arrive one hour late to vote in elections if they request voting leave time in advance (to be determined by their supervisor).

Military Leave

CPB supports the military obligations of all employees and grants leaves for uniformed service in accordance with applicable federal and state laws. Any employee who needs time off for uniformed service should immediately notify the President/CEO and their supervisor, who will provide details regarding the leave. If an employee is unable to provide notice before leaving for uniformed service, a family member should notify the supervisor as soon as possible.

Upon return from military leave, employees will be granted the same seniority, pay, and benefits as if they had worked continuously. Failure to report for work within the prescribed time after completion of military service will be considered a voluntary termination.

All employees who enter military service may accumulate a total absence of 5 years and still retain employment rights.

Contact the President/CEO or designee for more information or questions about military leave.

Major Illness Leave

Major Illness Leave is an additional paid leave policy reserved for eligible employees to use for major illness or injury exceeding accrued PTO.

Regular full-time employees are eligible to earn and use Major Illness Leave as described in this policy.

Eight (8) hours per month of Major Illness Leave will be accrued up to a maximum of 280 hours for use in the case of major illness after PTO is exhausted. Upon termination of employment, employees will not be paid for unused Major Illness Leave.

Lactation/Breastfeeding

For up to one (1) year after a child's birth, any team member who is breastfeeding a child will be provided reasonable break times as needed to express breast milk for the baby. Breaks of more than twenty (20) minutes in length will be unpaid, and the team member should indicate this break period in her time record. Nursing mothers wishing to use the designated room must request/reserve the room by contacting your supervisor.

Any breast milk stored in a company refrigerator must be labeled with the name of the team member and the date of expressing the breast milk. Any nonconforming products stored in the refrigerator may be disposed of in our regular cleaning process. Individuals storing milk in the refrigerator assume all responsibility for the safety of the milk and the risk of harm for any reason, including improper storage or refrigeration and tampering.

Leaves of Absence

CPB provides leaves of absence without pay to eligible employees who are temporarily unable to work due to a serious health condition or disability or who wish to take time off from work duties to fulfill family obligations relating directly to childbirth, adoption, or placement of a foster child; or to care for a child, spouse, or parent with a serious health condition. A serious health condition means an illness, injury, impairment, or physical or mental condition that involves extensive care at home or in a hospital, hospice, or residential health care facility for an extended period.

Regular full-time employees are eligible to request a leave of absence as described in this policy.

Eligible employees should make requests for leave of absence to their supervisors at least 30 days in advance of foreseeable events and as soon as possible for unforeseeable events.

Employees requesting leave of absence related to the serious health condition of a child, spouse, or parent may be required to submit a health care provider's statement verifying the need for the leave to provide care, its beginning and expected ending dates, and the estimated time required.

Eligible employees may request up to a maximum of 12 weeks of unpaid leave within any 12-month period. If this initial period of absence proves insufficient, consideration will be given to a written request for an extension.

Benefit accruals for such benefits as health insurance will continue during the approved leave of absence period. Paid Time Off (PTO) and holiday benefits will be suspended during the approved leave period.

So that an employee's return to work can be properly scheduled, an employee on leave of absence is requested to provide CPB with at least two weeks' advance notice of the date the employee intends to return to work. When the leave of absence ends, the employee will be reinstated to the same position, if it is available, or to another position for which the employee is qualified, or as nearly equivalent to the employee's former position as possible.

If an employee fails to return to work on the agreed upon return date, CPB will assume that the employee has resigned.

Volunteer Firefighter Job Protection Act

Employees will be provided unpaid time off to perform duties as a volunteer firefighter, MO-1 Disaster Medical Assistance Team, MO Task Force One, Urban Search, Rescue Team and FEMA. When possible, employees should provide advance written notice to Senior Management about such service. In addition to the written notice a certification should be provided at the end of leave and include the date and time that the emergency was responded to. This leave does not run concurrently with other leave laws.



Witness and Crime Victim Leave

Under Missouri law, eligible employees may take time off from work to comply with a criminal proceeding by honoring a subpoena to testify, attending the proceeding, or participating in the preparation for the proceeding.

Employees are eligible for time off under this policy if they are: (1) the victim of a crime, (2) a witness of a crime, (3) an immediate family member of the victim of a crime. An immediate family member is defined as a spouse, child, sibling, parent or grandparent, or legal guardian. When possible, employees should provide advance written notice to the CEO for such compliance. This leave will not run concurrently with other leave law. CPB will not retaliate when responding to such proceedings nor require the use of PTO or sick time.

Social Security

CPB provides a matching contribution, within the legal limits, on the employee's behalf to the Social Security Administration fund. Contact the Social Security Administration directly regarding any questions about your account status.

Unemployment Insurance

Unemployment compensation insurance is funded by CPB to provide temporary income for employees who have lost their jobs. This is a state administered program and employees who are terminated may contact the state directly for more information regarding eligibility for benefits under this coverage.

Workers Compensation Insurance

CPB provides workers compensation insurance coverage at no cost to the employee. This program provides for payment of eligible employee medical expenses and for partial salary continuation in the event of work-related accident or illness. The amount of benefits payable and the duration of payment depend upon the nature of the employee's injury or illness and other factors. Off-duty recreational activities sponsored by CPB are not covered under this program. Additionally, use of drugs or alcohol, voluntary fighting or horseplay prior to the incident could impact the receipt of benefits.

If an employee or a visitor incurs a work-related injury or illness, the employee must immediately report such injury or illness to their direct supervisor who will provide instructions regarding the Workers Compensation procedures. If you are calling in to report the incident and an answering machine picks up your call, except in the case of an emergency, you should personally follow-up to get treatment authorization from your supervisor rather than merely leaving a message. This ensures that CPB can help obtain appropriate medical treatment. Within two days following treatment you *must submit a written notice* of the incident to the President/CEO or designee.

CPB should be notified of an incident within 20 days of seeking treatment, the last day worked, or the employee's termination date, as applicable, but in any case, within 30 days. An employee's failure to follow this procedure may result in the appropriate workers' compensation report not being filed timely in accordance with the law, which may impact your ability to receive benefits under Worker's Compensation. Questions regarding workers' compensation insurance should be directed to the President/CEO or designee.

Professional Development

Employees are encouraged to invest in their ongoing professional development. The Center will assist in identifying, creating, and providing opportunities for professional development and training to enhance and build the capacity, skills, excellence, and professionalism of employees to enable them to contribute effectively and creatively to the Center's mission.

Supervisors are responsible for assessing and communicating professional development and training needs of individual employees in their direct reporting line, identifying and actively encouraging and supporting appropriate learning experiences. Supervisors have the final approval for funding and providing time for professional development and training opportunities.

Individual employees are responsible for assessing their job-related skills and knowledge, for maintaining a high level of performance throughout their employment, and for seeking approval for appropriate professional development and training opportunities in consultation with their supervisors.

Professional development and training opportunities are available to all employees. Supervisors need to plan for and allow appropriate professional development and training activities that occur as part of work time. Professional development and training activities that require time away from the employee's workplace must be approved by the supervisor.

Professional development and training activities outside of and in addition to regular work hours for nonexempt employees require written approval in advance if the activities are to be considered as regular work for overtime compensation.

SAFETY

Emergency Procedures

CPB has developed an emergency procedure to follow in the event of fire or disaster. Exits, fire extinguishers and first-aid kits are located throughout the facility. All employees must make themselves fully aware of the proper procedures. Never try to personally handle a situation; instead, summon assistance immediately. Only after assistance is summoned should any attempt to deal with the situation be made and only when it can be done without risk of personal injury.

Fire

IN CASE OF EMERGENCY, DIAL 911. Be clear on the exact location and type of fire. Evacuate the immediate area if there is any risk to health and safety and remain a safe distance from the building.

Be sure all non-exit doors are closed; ventilation will feed the fire.

If trained, use a Fire Extinguisher to attempt to extinguish or control the fire until the fire department arrives, provided this can be done safely.

Accidents

DIAL 911 if warranted. Be clear on the exact location and type of emergency.

Make injured party comfortable, using care not to move anyone in a manner which could exacerbate the injury.

Report the accident to your supervisor, who will commence an investigation.

Guard the privacy of the injured party by not discussing the incident publicly.

Tornadoes

Cease operation (turn off any equipment currently in use).

Close all windows.

Proceed quickly and in an orderly fashion to an internally located hallway or area without outside windows. Outside windows and glassed areas should be avoided due to the possibility of flying glass and other debris as it presents one of the chief hazards under these conditions.

Avoid using the elevator.

Use the telephone to summon help for sick or injured employees if necessary.

Remain in your safe area until the "All Clear" is given by management.

Once the "All Clear" is given, return to your normal work duties.

Active Shooter

DIAL 911 if warranted. Be aware of your environment and any possible dangers.

Take note of the two nearest exits in any facility you visit.

If you are in an office, stay there and secure the door.

If you are in a hallway, get into a room and secure the door.

As a last resort, attempt to take the active shooter down. When the shooter is at close range and you cannot flee, your chance of survival is much greater if you try to incapacitate him/her.

Bomb Threat

1. By Phone

Remain calm. Keep the caller on the line for as long as possible. **DO NOT HANG UP**, even if the caller does.

Listen carefully. Be polite and show interest.

Try to keep the caller talking to learn more information.

If possible, write a note to a colleague to call the authorities or, as soon as the caller hangs up, immediately notify them yourself.

If your phone has a display, copy the number and/or letters on the window display.

Complete the BOMB THREAT CHECKLIST immediately (found at www.dhs.gov).

Write down as much detail as you can remember. Try to get exact words.

Immediately upon termination of call, **DO NOT HANG UP**, but from a different phone, contact authorities immediately with the information and await instructions.

2. By Email

- a. Do not delete and contact authorities.

3. By handwritten note

- b. Handle note as minimally as possible.

4. Suspicious package:

- c. **DO NOT TOUCH OR MOVE PACKAGE.**
- d. **DO NOT USE TWO-WAY RADIOS OR CELLULAR PHONES.** Radio Signals have the potential to detonate a bomb.

Emergency Closings

Immediate and Short Term

At times, emergencies such as severe weather, fires, power failures, or other events can disrupt CPB operations. Conditions can vary widely; employees need to decide if they can get to work safely. Most employees can work from home provided communication channels are operational. The President/CEO will make and communicate the decision to close the office or cancel an event.

When operations are officially closed due to emergency conditions, the time off from

scheduled work will be paid.

Long Term

In the event of a global pandemic, health emergency or otherwise, there may be the need to close the office and work from home on a regular basis. This kind of situation will be dictated by the government and/or state and local health officials. The health and safety of our employees are of the utmost importance and CPB will cooperate as instructed. We expect all employees to be flexible in a time of need. Details will be communicated from the President/CEO on how to proceed and the timeframe, when available.

Security/Visitors

CPB works diligently to provide a safe and secure workplace. Each employee can greatly enhance these efforts as they monitor the environment for security concerns. CPB encourages the reporting of any suspicious activity and will investigate to the degree practical.

To provide for the safety and security of employees and the facilities of CPB, visitors may be escorted to their destinations. Restricting visitors helps maintain safety standards, protects against theft, ensures security of equipment, protects sensitive confidential information, safeguards employee welfare, and avoids potential distractions and disturbances. Employees are responsible for the conduct of their visitors.

All visitors should enter CPB through the main entrance. If an unauthorized individual is observed on CPB's premises, employees should immediately notify their supervisor or, if necessary, direct the individual to the lobby. Spouses, friends, and all former employees are considered visitors and are typically to be escorted.

Violence in the Workplace

CPB will not tolerate any form of violence, bullying, harassment or other inappropriate behavior by any employee that affects the conditions of employment, unreasonably interferes with another individual's work performance, or creates an intimidating, hostile, or offensive working environment. Behaviors that could cause injury or impede the normal course of work, or make employees, managers and constituents fear for their safety is prohibited. Personal conduct detrimental to CPB employees, constituents, visitors or vendors which could cause undue disruption of work or endanger the safety of persons or property of others or exhibiting personal conduct which may be characterized as workplace violence is prohibited. The definition of "workplace violence" applies to all such conduct, whether committed by a CPB employee, client, visitor or vendor. Workplace violence includes, but is not limited to, the following conduct, when such conduct is committed on CPB's premises, or in connection with a CPB activity or event:

- Offensive and/or unlawful touching or application of force by one person against another when done in a rude, insolent or angry manner
- Threats to do bodily harm to another
- Bullying
- Intimidation
- Impeding normal work activity
- Use of profanity or abusive language
- Behavior that harms, intimidates, offends, degrades or humiliates an employee
- Intentional infliction of emotional distress

- Stalking of another
- Inciting, causing or encouraging another to commit any of the above conduct

If an employee believes that they have been subjected to workplace violence or the threat of violence, they should immediately separate all contact and communication with the threatening or offending person. Employees are strongly encouraged to promptly report any suspected violation of the workplace violence policy. The incident should be reported to your supervisor. If deemed appropriate, 911 should be contacted for local law enforcement assistance. The initiation of a complaint under this policy will not cause any negative reflection on the complainant, nor will it adversely affect a complainant's employment, compensation or work assignments.

CPB will respond to any report of workplace violence by investigating the report and taking appropriate action. Complaints will be kept confidential to the maximum extent possible for an effective resolution.

Violation of this policy is grounds for termination of employment, at CPB's discretion, but not obligation. A lesser penalty may be imposed if mitigating circumstances warrant it.

Weapons and Threats

CPB takes the safety and security of all employees, constituents, visitors, and vendors very seriously. Therefore, the possession of weapons and/or other dangerous unauthorized materials that could be used with the intent of injuring another party is strictly prohibited on CPB premises. A local permit to carry a weapon does not allow you to do so on CPB premises. This policy includes anything that can be used as a weapon including, but not limited to guns, tear gas or other chemicals, knives, or similar devices. If there is any question regarding any potential weapon, seek clarification from senior management.

Threats against or intimidation of other employees, constituents, visitors, or vendors will also not be tolerated whether they are made in person, by mail, over the phone, on email systems or any other form of technology or means of communication. Employees must report weapons or threats to their supervisor so that an investigation can be conducted. Any threat or act of intimidation or physical violence to any employee, guest or vendor may result in discipline up to and including termination of employment.

Recording Devices

Due to the potential for issues such as invasion of privacy, or other possible misuse, employees should exercise sound judgment in the recording of audio, video or still photos related to the Center's activities and purposes. Nothing in this section interferes with activity protected by the National Labor Relations Act including, for example, taking pictures of health, safety, and/or working condition concerns.

Where conduct is illegal, violation may be subject to legal prosecution. Violations of this policy are subject to discipline, up to and including discharge.

TECHNOLOGY

Computer and Email Usage

Computers, computer files, the email system, and software furnished to employees are CPB property intended for business use. Employees must not use a password, access a file, or



retrieve any stored communication without authorization. In addition, employees are not to spend work time playing computer games or surfing the internet for personal use. To ensure compliance with this policy, computer and email usage may be monitored.

CPB strives to maintain a workplace sensitive to the diversity of its employees and free of harassment. Therefore, CPB prohibits the use of computers and email systems in ways that are disruptive, offensive to others, or harmful to morale. For example, the display or transmission of sexually explicit or otherwise offensive images, messages, and cartoons is not allowed. Other such misuse includes, but is not limited to, ethnic slurs, racial comments, off-color jokes, offensive graphic displays, or anything that may be construed as harassment or showing disrespect for others.

Email may not be used to solicit for any non-business-related commercial ventures, religious or political causes.

CPB purchases and licenses the use of various computer software for business purposes and does not own the copyright to this software or its related documentation. Employees are expected to comply with all group licensing requirements and comply with business licensing limitations for personal use when software is downloaded onto any devices, personal or business.

Employees may only use software on local area networks or on multiple machines according to the software license agreement. CPB prohibits the illegal duplication of software and its related documentation.

Employees must notify their immediate supervisor, the President/CEO or designee or any member of management upon learning of violations of this policy. Employees who violate this policy will be subject to disciplinary action, up to and including termination of employment.

Nothing in this policy is designed to interfere with, restrain, or prevent employee communications regarding wages, hours, or other terms and conditions of employment as protected under the National Labor Relations Act. Employees have the right to engage in or refrain from such activities.

Internet Usage

Internet access to global electronic information resources on the World Wide Web is provided by CPB to assist employees in obtaining work-related data and technology. The following guidelines have been established to help ensure responsible and productive Internet usage.

All Internet data that is composed, transmitted, or received via our computer communications systems is part of the official records of CPB and, as such, is subject to disclosure to law enforcement or other third parties. Consequently, employees should always ensure that the business information contained in Internet email messages and other transmissions is accurate, appropriate, ethical, and lawful.

The equipment, services, and technology provided to access the Internet remain, always, the property of CPB. As such, CPB reserves the right to monitor Internet traffic, and retrieve and read any data composed, sent, or received through our online connections and stored in our computer systems.

Data that is composed, transmitted, accessed, or received via the Internet must not contain content that could be considered discriminatory, offensive, obscene, threatening, harassing, intimidating, or disruptive to any employee or other person. Examples of unacceptable content may include, but are not limited to: sexual comments or images, racial slurs, gender-specific comments, or any other comments or images that could reasonably offend someone on the basis of race, age, sex, religious or political beliefs, national origin, disability, sexual orientation, or any other characteristic protected by law.

The unauthorized use, installation, copying, or distribution of copyrighted, trademarked, or patented material on the Internet is expressly prohibited. Generally, if an employee did not create material, does not own the rights to it, or has not gotten authorization for its use, it should not be put on the Internet. Employees are also responsible for ensuring that the person sending any material over the Internet has the appropriate distribution rights.

Internet users should take the necessary anti-virus precautions before downloading or copying any file from the Internet. All downloaded files are to be checked for viruses; all compressed files are to be checked before and after decompression.

The following behaviors are examples of previously stated or additional actions and activities that are prohibited and can result in disciplinary action:

- Sending or posting discriminatory, harassing, or threatening messages or images
- Using the organization's time and resources for personal gain
- Stealing, using, or disclosing someone else's code or password without authorization
- Copying, pirating, or downloading software and electronic files without permission
- Sending or posting confidential material, trade secrets, or proprietary information outside of the organization
- Violating copyright law
- Failing to observe licensing agreements
- Engaging in unauthorized transactions that may incur a cost to the organization or initiate unwanted Internet services and transmissions
- Sending or posting messages or material that could damage the organization's image or reputation
- Participating in the viewing or exchange of pornography or obscene materials
- Sending or posting messages that defame or slander other individuals
- Attempting to break into the computer system of another organization or person
- Sending or posting chain letters, solicitations, or advertisements not related to business purposes or activities
- Using the Internet for non-business political causes or activities, religious activities, or any sort of gambling
- Jeopardizing the security of the organization's electronic communications systems
- Passing off personal views as representing those of the organization

* *Note: this is **not** an exhaustive, all-inclusive list.*

Abuse of the Internet access provided by CPB in violation of law or CPB policies will result in disciplinary action, up to and including termination of employment. Employees may also be held personally liable for any violations of this policy.

EMPLOYEE ACKNOWLEDGEMENT FORM

Commented [JS2]: Is this needed and we do in fact issue this form, collect, and store signatures? If not, then I'd recommend removing.

I have entered my employment relationship with CPB voluntarily and acknowledge that there is no specified length of employment. Accordingly, either I or CPB can terminate the relationship at-will, with or without cause, at any time. At-will does not, and is not intended to, interfere with, limit or relinquish a team member's right to join with others to work toward altering the terms or conditions of their employment, including at-will status.

I understand and agree that nothing in this Handbook creates or is intended to create a promise or alter my employment-at-will status. Furthermore, I acknowledge that this Handbook is neither a contract of employment nor a legal document. No team member has a contract of employment unless expressly agreed to in writing and signed by the President/CEO.

I understand that, except for employment-at-will status, all policies and practices may be changed at any time by CPB and CPB reserves the right to change my hours, wages and working conditions at any time. All such changes will be communicated through official notices.

I understand that revised information may supersede, modify or eliminate existing policies. Only the President/CEO of CPB can adopt any revisions to the policies in this Handbook.

I acknowledge that I have received a copy of CPB Employee Handbook of Personnel Policies, dated **September 2023**, to read to fully understand the guidelines contained in the Handbook, and that if any of these policies are unclear to me in any way, I am to ask the President/CEO or designee for clarification.

An electronic copy is also available in the payroll system.

Employee's Signature

Employee's Name (Print)

Date

Please detach/print this page after signing and return it within five (5) days to the President/CEO or designee to be placed in the employee's personnel file.

APPENDIX A

**CENTER FOR PRACTICAL BIOETHICS
Conflicts of Interest
Written Conflicts Disclosure**

I currently serve as an ____ employee or ____ volunteer of the Center.

I have read and am familiar with the Center's Conflicts of Interest Policy and hereby agree to be bound and to abide by the Policy and corporate bylaws as an employee or volunteer of the Center.

I hereby agree to notify promptly and to fully and frankly disclose to the board of directors, the chair of the board, or the president of the Center any actual or potential conflict or duality of interest, real or perceived, not disclosed below. Further, I agree to answer any questions which the board or management may have with respect to any such disclosure. I understand that all such information shall be held in confidence unless the best interests of the Center otherwise require as determined by the board of directors.

I, or a member of my family, have a material financial, business or personal relationship with, an equity interest in, an employment relationship with, or am otherwise affiliated with the following for profit organizations (exclude ownership of shares in a publicly traded company) (*please list all*):

I, or a member of my family, have the following personal, financial, business or other interest in organizations or activities not listed above which could form the basis for a conflict or duality of interest in the event the Center engages in any business or other activity with such organizations:

I hereby agree that I will not knowingly or intentionally use my position as a corporate director, management employee, employee or volunteer with the Center for personal gain or advantage in any context, and at all times shall use my best efforts in all matters on behalf of or affecting the Center, and shall discharge my responsibilities to the Center at all times in the best interests of the Center and its Mission.

Signature

Date

Please Print Name





Center for Practical Bioethics Executive Committee Meeting

April 10, 2024

8 AM Central | 9 AM Eastern | 6 AM Pacific

Location: Zoom Conferencing

By Computer: <https://us02web.zoom.us/j/9528298699>

By Phone:

646 931 3860 US

301 715 8592 US (Washington DC)

312 626 6799 US (Chicago)

646 558 8656 US (New York)

Meeting ID: 952 829 8699

Attendance: Steve, Eva, Mark, Jane

Staff: James

AGENDA

I. Call to Order/Welcome

Steve Salanski, Chair

II. Strategic Opportunities and Operational Considerations

Steve Salanski and James Stowe

A) The John and Wauna Harman Foundation Opportunity

- 3/21/24 Harman board committee meeting
 - Assuming agreement finalization with Dr. Anderson, the committee will recommend the funding to the full board at its April 18 meeting
- A Professional Services Agreement has been shared with Dr. Anderson, and an attorney at Seigfreid Bingham is adding an IP clause for the pre-existing, trademarked Let's Talk About ACP materials

James summarized to-date progress on the Harman award to support the Center's collaboration with Dr. Anderson. The next major steps are the April 18 meeting of the Harman Board, and reaching a final Professional Services Agreement with Dr. Anderson.

B) Administrative Team Update

- Cindy Leyland submitted her resignation effective 4/12/24
- Early scenarios for new administrative direction (budget neutral)

James discussed Cindy Leyland's resignation and the likely impacts on the administrative team, especially regarding development. Given that most development positions take at least 12 months to generate revenues that exceed the salary, it may be time to re-approach the staffing structure and

place an emphasis on much needed program coordination capacity for ethics services. Much of the next steps are dependent upon Trudi Galblum's role and where she can help in the absence of Cindy's role. It is likely that we will need a contract or consultant development firm or individual to help with certain tasks. Pursuit and cultivation of major gifts was recommended by the consultant to be fully transferred to the CEO and Board.

C) Program Update, Health and Social Justice

Erika will present a program update at the annual Board retreat. She has been in discussion with James and Steve to frame the presentation and update to her program's objectives.

D) Advocacy and collaboration

- Jackson County Seniors Count
- Cost of healthcare, PBMs
- LOS – MARC grant proposal to US Aging

From time to time, community organizations seek the Center's support for various causes. Most recently two organizations approached the Center to collaborate around grassroots organizing behind a senior services tax levy (which requires a successful local campaign and vote), as well as providing educational testimony to the Kansas legislature about Pharmacy Benefit Management companies and their impact on small community pharmacies.

For now, these opportunities will be brought to the Board for consideration and if any action needs to be taken (for example, weighing any policy priorities that the Center may have, if any, and how we wish to align with other organizations around them).

E) Other recommendations/ideas

F) Executive Session (CEO Performance Evaluation)

V. Adjourn

Next Executive Committee Meeting: June 12, 2024 (8:00 AM, Central)



Center for Practical Bioethics Finance Committee Meeting
May 2, 2024 7:45 AM
Minutes

Location: Zoom Conferencing

By Computer: <https://us02web.zoom.us/j/9528298699>

By Phone:

646 931 3860 US

301 715 8592 US (Washington DC)

312 626 6799 US (Chicago)

646 558 8656 US (New York)

Meeting ID: 952 829 8699

Attendance: *Tresia, Steve, Mike, Marc, Kathleen*

Staff: *James*

Guests: *Tom Ross (Supporting Strategies)*

Guest Speakers: *Nicole Stuke, Trey Corbett, and Mariah Roady (Greater KC Community Foundation) & Mark Allison (FCI Advisors)*

AGENDA

I. Call to Order/Welcome

Tresia Franklin, Chair

- A. *Due to time constraints, Committee members were asked to review and send email acceptance of the financial reports, or additional questions.*

II. Investment Performance Review

Tresia Franklin, Chair

Guests were invited to the meeting to review the Center's investment and spending policies for the Flanigan and Francis endowment funds. Various highlights of the presentations as well as questions from Committee members are presented below:

- A. John B Francis Endowment; Nicole Stuke and Trey Corbett, Greater Kansas City Community Foundation (7:45 – 8:15 AM)

Nicole Stuke is the individual at GKCCF who can advise on any questions about the fund, including donor intent, etc. She outlined the fund and its history since inception. Trey Corbett, VP of Investments at the Foundation, provided an overview of fund performance and investments.

Steve: Is the administrative fee a percentage? Response: It is on a tiered schedule according to the fund balance.

The fund is invested in their Moderately Aggressive Mix Allocation; they rebalance each fund back to its target at the month-end. Market volatility may make this difficult to fully do each month, but they get close. 5-year annualized return is 7.91% (net of all fees, including admin fee)

Note: 0.7% is paid to managers who are helping them make these investments, these are the underlying managers, like at Vanguard, and Trey claims this is a very low-cost fee to those "underlying managers."

The Community Foundation has \$571 million in the Domestic Equity Pool, which helps them achieve very good pricing with Vanguard.

Mike: our equity exposure is all large cap, essentially growth, and it is well above historic; given that we are moderately aggressive, has there been thought about diversifying within asset classes like mid- and small-caps? We are very top heavy at this point, so what is the thought process behind weighting toward the S&P?

Trey said they have had some concerns, but this has worked very well so far. He understands the concerns, but in his opinion, if the smaller companies trend up, they will buy those along the way and sell those that are trending down. In a challenging environment, correlations go to one, and regardless of weightings. This has worked really well for the past 15 years – keeping costs very low and just allocating to the market is the strategy they are using.

International Equity Pool: They are underweight international; the international is underperforming the US for quite a while, but they always want to maintain diversity.

Kathleen: the emerging markets is bringing down the international equities (versus developed economies); would they need to move toward active management – is this something that has come up?

Response: From the Foundation's perspective, when you have perpetual assets, cost is a big hurdle, so their belief is that if they can get us market exposure for a few basis points and add admin fee, they will be in a much better position than layering in additional costs by taking this approach, despite it not being a deep difference. For simplification and since it's a small allocation, they approach it this way.

Fixed income – short and long pools; still in a bear market for bonds that started in 2022. They have not yet recovered to highs. They are watching for any interest rate cuts by the Fed.

Their mixes are tilted toward the short-term pool; the whole industry has been tilted like this for way longer than needed. Fixed income is a place to pick up yield, and also a place to decrease risk and volatility from the equities. They will remain tilted toward short until the yield curve normalizes.

Money Market Pool – impacted directly by Fed rates; current annualized return is 4.92%

Their philosophy is to stay the course after determining risk tolerance and let the market do the work for you.

Mike: what is target or expected return for this portfolio over the next 1-3 years?

Generally, when he considers capital markets and try to do predictions, if you look at the intermediate and short-term at 35%, this will make you about 5%. His estimate for domestic equity is between 7-9%, and he would guess the middle at 8%, and international down to 6-7%, and maybe 7% for that.

What consultant do they work with- Prairie Capital

Marc: Active/passive question for using index funds to manage the money – is this across the board?

Yes, is the answer. The old value investing hasn't kept up with passive investing with indexes over the past decade, but we've also been in a different market with quantitative easing, and there are now more scientific investments, which are also very low-cost solutions.

The two things GKCCF focuses upon in developing their investment mix: cost and tracking the benchmark. Vanguard is the best solution when those factors are what you are looking at.

Tresia: there are draws we take to fund a position. Is there anything we can do to help them forecast cash flow that will help them in investing?

Response: Given that we already have a cash position [in the investment mix], we are pretty well covered. If we have short-term needs, park that position in the money market. If you know you are taking out a certain amount in less than a year, then you may consider letting them know, but otherwise, we have that mostly covered. We could be even more tactical by decreasing the cash bucket as you make a draw over the year, but that takes more management and processing, and isn't as big of a deal in an upmarket.

They do allow us to rebalance every month, and they do this to align with our targets automatically, which is getting us rebalanced for the cash position.

Kathleen: The Center could ask to say, we want to move into the aggressive or moderate, and that is a request we send in? Response: Yes, or you can build a customized mix.

B. Rosemary Flanigan Endowment; Mark Allison, FCI Advisors (8:15 – 8:45 AM)

Mark provided an overview of FCI's approach and asset classes/mix for the Flanigan fund, including that we have a core equity account (a growth and value equities mix).

Mike: Do you pick your own investments? Mark replied that they have 65 individuals assigned to various market sectors who conduct analyses and make recommendations to Mark, who picks from

the recommended stocks. If a stock is underperforming, they'll sell and move on, which is nice under an account like ours that does not have the complexity of tax implications for these moves.

Mike: Our Microsoft position seems high – what is the rationale? Mark replied that they generally correct for 3-4% in any one stock, and he doesn't feel that 2% exposure (as for Microsoft) is too high, and that the portfolio has about 40 stocks, which he believes is adequate diversity.

Kathleen: How are the fees broken out? Mark replied that we pay a flat fee of 0.5%. The fund's prior month market value is used as the basis for the fee – the value is divided by 12 and then the 0.5% fee is applied to that amount.

III. Adjourn

Note: Electronic Review – please email James and Tresia with questions

I. Review of Minutes (no vote)

Note: March 7, 2024 Minutes were approved at the March 2024 Board Meeting

II. Review of March Financial Statements

- A. Statement of Activities
- B. Statement of Position
- C. Statement of Cash Flows
- D. Headlines (with Days of Cash)

Next Finance Committee Meeting:

Wednesday July 3, 2024, 7:45 AM Central | 5:45 AM Pacific | 8:45 AM Eastern



Governance Committee Meeting
Friday, April 5, 2024
8 AM Central | 9 AM Eastern | 6 AM Pacific
Minutes

By Computer: <https://us02web.zoom.us/j/9528298699>
Meeting ID: 952 829 8699

Attendance (bold = present)

Co-Chairs: **Maggie Neustadt and Mark Thompson**

Members: **Abiodun Akinwuntan, Mary Beth Blake, Mitzi Cardenas, Anita Ho, Marvia Jones, Eva Karp, Jane Lombard, Inmaculada de Melo-Martin**

Board Chair: **Steve Salanski**

Staff: **James Stowe**

1. Note: February 9, 2024 Minutes accepted at March Board meeting

2. Center Personnel Handbook

a. Proposed changes by CPB Staff

A staff workgroup created proposed changes and updates to the Personnel Handbook. A summary of the changes and approach was presented at the February Governance Meeting. Subsequently, members provided written feedback and recommendations prior to full consideration at today's meeting.

Eva moved to recommend the proposed Handbook to the full Board at its May meeting; Jane seconded; no questions nor discussion; motion carried.

3. 2024 Board Retreat Agenda

a. Review agenda draft

The Board retreat agenda was presented, and the Committee discussed moving the end time back to Noon to facilitate slightly more time for Gloria Thomas Anderson's guest presentation on Saturday.

Maggie moved to approve the 2024 Board retreat agenda; Inmaculada seconded; no questions nor discussion; motion carried.

4. Tentative board self-evaluation survey timeline

- a. Gov Comm planning in October
- b. Announce and release at November Board Meeting
Mark provided an overview of the next Board self-evaluation survey and process. The Committee expressed agreement with the proposed timeline, and acknowledged that results would be needed to inform the 2025 Board retreat.

5. Note: Updated Bylaws to be considered at Board Retreat

Mark noted that changes are pending to the Articles of Incorporation, which will likely be reviewed at the June Governance Committee meeting, in anticipation of review at July's Board meeting.

Steve thanked Mark and the Bylaws Subcommittee on the effort and hard work put into the Bylaws revision.

**Next Meeting Friday, June 14, 2024
8 AM Central | 9 AM Eastern | 6 AM Pacific**



Three Key Questions:

An Accountability Protocol to Foster DEIJ within Organizations

Practical Bioethics Board Retreat - April 12th, 2024

Name: _____

Objectives:

- Apply the Dignity Framework to ensure that DEIJ is not a “check-box” activity but is imbued within all aspects of organizational governance and oversight.
- Determine how to hold oneself and the organization at large accountable for upholding DEIJ in all aspects of the organization.
- Continuously assess ways to further support DEIJ efforts within the organization.

Personal “Why”

How Our Story Impacts Our Lens

What is your “Why” statement behind your board service?

Dignity Breaches
as Crucible Moments

What are two to three impactful moments in which you experienced or witnessed a Dignity Breach?

Sharpening Our Lens
Three Key Questions

	What (what does this look like?)	Why (why is it important?)	How (how will you execute this?)
<ul style="list-style-type: none">• Diversity• Equity• Inclusion• Belonging• Justice			

Assess and Amplify DEI		
	What is Working Well?	What Upgrades Can We Make?
<ul style="list-style-type: none"> • Diversity • Equity • Inclusion • Belonging • Justice 		

Personal Accountability → Group Accountability Three Key Questions	
Holding Yourself Accountable (To What + Why + How)	Holding the Group Accountable (To What + Why + How)

Connect with Dr. Kirsten Brown Persley

Website

<https://persleyadvisors.com/>

Email

kirsten@persleyadvisors.com

LinkedIn

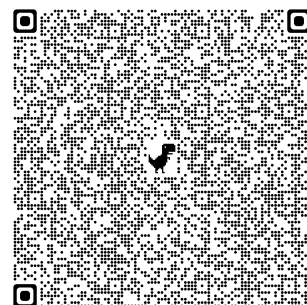
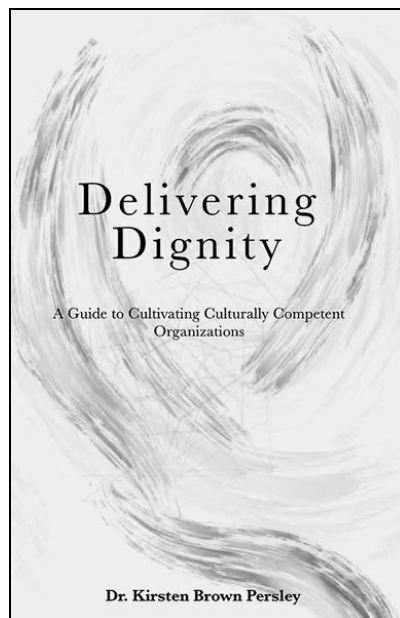
[linkedin.com/in/kirstenbrownkc](https://www.linkedin.com/in/kirstenbrownkc)

Instagram

[@DrPersley](https://www.instagram.com/DrPersley)

Order Delivering Dignity:

tinyurl.com/DignityBook





Center for Practical Bioethics
2024 Board & Staff Retreat (Rescheduled)
April 12 – 13, 2024
In Person: Samuel U. Rodgers Health Center
825 Euclid Ave, Kansas City, MO 64124
Via Zoom: <https://us02web.zoom.us/j/9528298699>

Summary of DEIJ Training

DEIJ Facilitated Discussion and Lunch	<i>Kirsten Brown Persley, Persley Advisors</i>
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Kirsten Brown-Persley, Persley Advisors, started off the retreat with an interactive presentation on elevating DEIJ in the context of board governance.

After an opening presentation, Kirsten presented “An Accountability Protocol to Foster DEIJ within Organizations”

The group self-reflected on the “why” statement of their board service, as well as spent some time in small groups discussing dignity breaches and how those impacted perspective. Members shared out their experiences, and the following points were made during the interactive discussion:

- Equity and ethics are aligned and the Center can model that to others.*
- From a systems perspective, this is also about teaching and infusion throughout a healthcare organization, so be big teachers and disruptors in our role. Disseminate and oversee impact that will lead to accountability within those organizations.*
- It is worth it to pay a bit of money for photos that depict diversity, and it is worth it to ask at events or during the provision of services if a photo can be taken with real clients.*
- It was suggested that the Board evaluation measure member’s thoughts more directly. It is thought that we may assume versus actually know, and we can’t be certain that all members are speaking up.*
- How does the Board ensure that virtual attendees are equally included?*
- Is there a way to put a plan into place about being intentional with change and including all voices?*
- Dignity is at the heart of the conversation.*

The Group was then asked to describe the components of DEIJB and name the “what, why, and how” of each component, in the context of the Center.

Diversity		
What	Why	How
<i>Represent the community</i>	<i>Broaden reach and impact</i>	<i>Intentional</i>

Mirror	Opportunity for systemic change	Tenacious
Trusted	Earn the trust of people we serve	Recruit differently and outside the box
Identification		Messaging
		Mentorship program

Equity		
What	Why	How
Define "diverse"	Must hear diverse voices	Matrix approach to balance personal connections (which have been high quality)
Diverse voices and backgrounds	Exposure to a variety of differences	Avoid tokenization
Be certain we have invited everyone "to the dance"		

Justice		
What	Why	How
Making up for lost time	Necessary to move forward	
Identifying disparities & roots of disparities	Need to acknowledge	
Recompense for historical wrongs	"earn back" trust	
Putting in more effort	transparency	

Belonging		
What	Why	How
People feeling heard	Allow honest thoughts	Efforts to include
Truly feeling comfortable	Right thing to do!	Give people freedom to express in ways they see fit
Voices can impact decisions	We have equal dignity	Intentionally set right tones to welcome <u>everyone</u>

Kirsten recommended that we plan a future activity to discuss and decide on what is being done well right now and what needs to be upgraded as a next step to assess and amplify our DEIJ efforts. She also recommended an exercise to identify opportunities to hold ourselves and the group accountable, according to the features of responding to the "What, Why, and How" questions about DEIJ.



	Initial Period	Year 2	Year 3	Year 4	Final Period	4-YEAR PROJECT TOTAL	Cost Escalation
	June 1, 2024 - December 31, 2024	2025	2026	2027	Jan 1, 2028 - May 31, 2028		1.04
<i>Personnel</i>							
Professional Lead (.80FTE) - 1099	\$ 60,667	\$ 108,160	\$ 112,486	\$ 116,986	\$ 50,694	\$ 448,993	<i>Contract rate for 3</i>
Project Coordinator (.50FTE)	\$ 16,078	\$ 28,666	\$ 29,812	\$ 31,005	\$ 13,435	\$ 118,996	
Admin Assistant (.38FTE)	\$ 9,100	\$ 15,600	\$ 15,600	\$ 15,600	\$ 6,760	\$ 62,660	
<i>Fringe Benefits</i>	\$ 3,859	\$ 6,880	\$ 7,155	\$ 7,441	\$ 3,224	\$ 28,559	<i>Est at 24%</i>
<i>Supplies</i>	\$ 2,000	\$ 2,500	\$ 2,600	\$ 2,704	\$ 1,172	\$ 10,976	
<i>Travel</i>							
In-region	\$ 3,500	\$ 6,240	\$ 6,490	\$ 6,749	\$ 2,925	\$ 25,903	
Professional development	\$ 1,850	\$ 5,000	\$ 5,200	\$ 5,408	\$ 2,343	\$ 19,801	
<i>Contractual</i>							
Tech Hardware	\$ 1,458	\$ 2,500	\$ -	\$ -	\$ -	\$ 3,958	<i>Estimated, device</i>
Tech Software	\$ 1,953	\$ 3,482	\$ 3,621	\$ 3,766	\$ 1,632	\$ 14,454	<i>TalentLMS - at "PI</i>
Legal	\$ 1,500	\$ 1,560	\$ 1,622	\$ 1,687	\$ 731	\$ 7,101	<i>Estimated, assista</i>
ACP Session Costs (estimated)	\$ 13,125	\$ 23,400	\$ 24,336	\$ 25,309	\$ 10,967	\$ 97,138	<i>Partner and partici</i>
<i>Indirect Costs</i>	\$ 3,743	\$ 43,857	\$ 44,918	\$ 46,581	\$ 20,185	\$ 159,285	<i>Indirect Cost Rate</i>
Totals	\$ 118,833	\$ 247,844	\$ 253,841	\$ 263,237	\$ 114,069	\$ 997,824	

4232024

32 hour/week workload

s and ancillary equipment

'us" rate of \$279/month

nce on partnership or contractual documents

ipant support; venue costs; refreshments

2022 audited at 21.5%; Indirect Costs - professional services contracting; admin staff salaries and benefits; business insurance; misc expenses; rent (incl sharea

PROFESSIONAL SERVICES AGREEMENT

This Professional Services Agreement (“Agreement”) is by and between the Center for Practical Bioethics, hereinafter referred to as "CPB", and Gloria Thomas Anderson, hereinafter referred to as "Contractor" and is effective this 1st day of June, 2024 (the “Effective Date”).

WITNESSETH:

WHEREAS, CPB desires to retain the Contractor to assist with the African American Advance Care Planning (ACP) initiative, (the "Project"); and the Contractor represents that it has the personnel with technical expertise, experience and knowledge to perform such work for CPB. This agreement is only valid if the anticipated funding and grant agreement are established between the CPB and John and Wauna Harman Foundation.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the parties agree as follows:

1. SCOPE OF SERVICES

The Contractor shall perform and accomplish in a manner reasonably satisfactory to CPB those tasks described in Exhibit A (the “Services”), which are incorporated herein by reference. The Contractor shall exercise the same degree of care, skill and diligence in the performance of the Services as is ordinarily possessed and exercised by a similar active organization.

2. TIME OF PERFORMANCE

A. Term – The Contractor shall begin performing the Services on or after June 1, 2024, and shall work diligently to complete the Project to the reasonable satisfaction of CPB, in accordance with the terms provided herein by December 31, 2025 (the “Term”). The Agreement shall commence on the Effective Date and shall be automatically renewed for two (2) successive annual terms thereafter unless notice of non-renewal by either Party to the other is provided in writing no later than 30 days in advance of the annual renewal date. If the Agreement persists following the two (2) successive annual terms of renewal, then the Agreement shall be automatically renewed for a final period of five (5) months (January 1, 2028 – May 31, 2028).

3. COMPENSATION

A. Maximum Obligation - During the term of this Agreement, the compensation paid by CPB to the Contractor for all Services specified herein as described in Exhibit A relating to the Project shall not exceed \$168,827. The reimbursement rates are outlined in Exhibit A – Scope of Services, including reimbursement for any additional, mutually agreed upon work.

B. Method and Time of Payment - Payment shall be made in the following manner:

- (i) The Contractor shall submit an invoice monthly to CPB providing an itemization of services performed. The Contractor will itemize the bill by tasks as shown in Exhibit A, Scope of Services.
- (ii) CPB shall reimburse the Contractor within thirty (30) calendar days after the receipt of the invoice.
- (iii) The Contractor shall maintain complete records of all costs incurred under this

Agreement. All such records shall be maintained on a generally accepted accounting principles basis for a minimum period of three (3) years after expiration of the term of this Agreement and shall be clearly identifiable and readily accessible to authorized representatives of CPB for inspection and audit.

- (iv) The parties hereto may extend the contract with mutual written agreement. If the contract expires, then the Contractor will be deemed terminated and the Contractor will be paid for work completed pursuant to Section 3.c.

- C. Compensation After Termination - In the event that this Agreement is terminated as provided below, the Contractor shall be compensated for completed work under this Agreement and reimbursement for expenses incurred prior to the date of receipt of the termination notice or other termination date specified in such notice to allow the Contractor to complete in-process work, if applicable.

4. **CHANGES AND ADDITIONAL SERVICES**

This Agreement constitutes the entire agreement between CPB and the Contractor and it may not be amended or altered in any way except by a written amendment signed by both parties to this Agreement. If such modification causes an increase or decrease in the amount of Services to be provided by the Contractor or in the amount of time required for their performance, equitable adjustment shall be made to the provisions of this Agreement for payments to the Contractor.

5. **TERMINATION**

- A. Either party reserves the right to terminate this Agreement at any time with or without cause, by giving the other party at least 30-day's written notice of such termination.
- B. In the event of any such termination, after payment by CPB in full of all amounts due to the Contractor pursuant to Section 3.c, the Contractor shall deliver to CPB, all deliverables completed as of the termination date including: designs, reports, drawings, studies, estimates, computations, memoranda, documents, and other papers or materials either furnished by CPB or prepared by or for the Contractor under this Agreement.

6. **INTELLECTUAL PROPERTY MATTERS**

- A. All information, data, photographs, field notes, research papers, writings, other documentation, and other work product, deliverables, and materials of every kind (collectively, "Work Product"), and all copyrights, patents, trademarks (together with the goodwill symbolized thereby), trade secrets, know-how, confidential or proprietary information, and other intellectual property rights (collectively, "Intellectual Property Rights") therein, that are created, prepared, authored, edited, modified, conceived, reduced to practice, or produced by the Contractor, whether alone or jointly with others, pursuant to this Agreement shall be the exclusive property of and shall be exclusively owned by and belong to CPB. For clarification, Work Product does not include Pre-Existing Materials (as defined below). Contractor acknowledges and agrees that any and all Work Product that may qualify as "work made for hire" as defined in the Copyright Act of 1976 (17 U.S.C. § 101) is hereby deemed "work made for hire" for CPB and all copyrights therein shall automatically and immediately vest in CPB. To the extent that any Work Product does not constitute "work made for hire," Contractor hereby irrevocably assigns to CPB and its successors and assigns, for no additional consideration, Contractor's entire right, title, and interest in and to the Work Product and all Intellectual Property Rights therein, including the right to sue, counterclaim, and recover for all

past, present, and future infringement, misappropriation, or dilution thereof. To the extent any copyrights are assigned under this Section, Contractor hereby irrevocably waives in favor of CPB, to the extent permitted by applicable law, any and all claims Contractor may now or hereafter have in any jurisdiction to all rights of paternity or attribution, integrity, disclosure, and withdrawal and any other rights that may be known as “moral rights” in relation to all Work Product to which the assigned copyrights apply.

- B. Upon the reasonable request of CPB, during and after the Term of this Agreement, Contractor shall promptly take such further actions, including execution and delivery of all appropriate instruments of conveyance, and provide such further cooperation, as may be reasonably necessary to assist CPB to apply for, prosecute, register, maintain, perfect, record, or enforce its rights in any Work Product and all Intellectual Property Rights therein.
- C. As between the Contractor and CPB, CPB is, and will remain, the sole and exclusive owner of all right, title, and interest in and to any documents, specifications, data, know-how, methodologies, and other materials provided to Contractor by CPB (“CPB Materials”), and all Intellectual Property Rights therein. Contractor has no right or license to reproduce or use any CPB Materials except solely during the Term of the Agreement to the extent necessary to perform the Services under this Agreement. All other rights in and to the CPB Materials are expressly reserved by CPB. Contractor has no right or license to use CPB’s trademarks, service marks, trade names, logos, symbols, or brand names.
- D. The parties acknowledge that As between CPB and Contractor, Contractor is, and shall remain, the sole and exclusive owner of all right, title, and interest in and to all documents, data, know-how, methodologies and other materials developed or acquired by Contractor prior to the date hereof or independently of the performance of any Services hereunder (the “Pre-Existing Materials”) , including all Intellectual Property Rights therein. Contractor hereby grants CPB a worldwide, fully-paid-up, royalty-free, transferable, sublicenseable, non-exclusive license to use, publish, reproduce, perform, display, distribute, modify, prepare derivative works based upon, make, have made, sell, offer to sell, import, and otherwise exploit any Pre-Existing Materials in connection with the Project during the Term of this Agreement. Subject to the license granted in this Section 6(D), Contractor retains ownership of the Pre-Existing Materials and all other rights in and to the Pre-Existing Materials are expressly reserved by Contractor.

7. **ASSIGNMENT**

The Contractor's rights, obligations and duties under this Agreement shall not be assigned in whole or in part without the prior written consent of CPB. None of the Services covered by this Agreement shall be subcontracted without the prior written approval of CPB.

8. **INDEPENDENT CONTRACTOR**

The Contractor is an independent contractor in the performance of the Services under this Agreement. Accordingly, the Contractor shall be responsible for the payment, as applicable, of all required business license fees and all taxes including Federal, State and local taxes arising from the Contractor’s activities under the terms of this Agreement.

9. **PROHIBITED INTERESTS**

No officer, member or employee of CPB, no member of CPB’s governing body and no other public official of the locality or localities in which the Project is being carried out who exercises any functions or responsibilities in the review and approval of this Project shall participate in any decision related to

this Agreement affecting, either directly or indirectly, his or her own personal interest. No member of or delegate to the Kansas Legislature, the Missouri General Assembly or the Congress of the United States shall be admitted to any share or part of this Agreement or to any benefit arising from it.

10. **CONFLICTS OF INTEREST**

- A. The Contractor hereby certifies that no personnel working directly under this Agreement are involved in other community projects that would pose a conflict to the Contractor's ability to successfully carry out the responsibilities of this Agreement. If potential conflicts arise during the Term of this Agreement, the Contractor agrees to notify CPB immediately in writing and discuss the potential issues and work with CPB to address any potential issues arising from the situation.
- B. The Contractor covenants that it presently has no known personal or pecuniary interest and shall not knowingly acquire such interest, directly or indirectly, which could conflict in any manner with the performance of this Agreement, including the submission of impartial reports and recommendations.

11. **HOLD HARMLESS**

The Contractor expressly agrees to hold and save harmless CPB, its officers, agents, servants and employees for liability of any nature (including, without limitation, reasonable attorneys' fees) from any third-party claims related to a material breach of this Agreement by the Contractor, gross negligence, fraud or willful misconduct in the performance of the Services provided under this Agreement by the Contractor or arising from any grossly negligent or willful misconduct act or omission of the Contractor or of any employee or agent of the Contractor.

12. **CONFIDENTIALITY**

- A. Except as is necessary in the performance of this Agreement, or as authorized in writing by the other party, the parties shall not disclose to any person, institution, entity, company, or other third party any information directly or indirectly related to the parties that the other party (or its employees, agents and contractors) receives as a result of performing its obligations under this Agreement.
- B. The parties (and their employees, agents and contractors) shall not disclose, except to each other, any proprietary information, professional secrets or other information, records, data and data elements (including, but not limited to, protected health information) collected and maintained in the course of carrying out the responsibilities under this Agreement, unless such party receives prior written authorization to do so from the other party or as required by law.
- C. All confidential obligations contained herein (including those pertaining to information transmitted orally) shall survive the termination of this Agreement for a period not to exceed five years. The parties shall ensure that their respective employees, agents and contractors are aware of and shall comply with the aforementioned obligations.
- D. In the event either party (or its employees, agents and contractors) makes an unauthorized disclosure of information, such party shall indemnify the other party, including such other party's officers, directors, managers, agents and/or employees for any loss proximately arising from such disclosure. Each party acknowledges that in the event of an unauthorized disclosure, the damages incurred by the other party may be difficult if not impossible to ascertain, and that

such other party may seek injunctive relief as well as monetary damages against such party as a result of a breach of the confidentiality obligations set forth above.

13. **DEFAULT**

In the event of a default with respect to any of the provisions of this Agreement or the obligations under it, the non-defaulting party shall give the defaulting party written notice of such default. After receipt of such written notice, the defaulting party shall have fifteen (15) days in which to cure any monetary default and thirty (30) days in which to cure any non-monetary default, provided the defaulting party shall have such extended period for non-monetary defaults as may be required beyond the thirty (30) days if the nature of the cure is such that it reasonably requires more than thirty (30) days and the defaulting party commences the cure within the thirty (30) day period and thereafter continuously and diligently pursues the cure to completion. The non-defaulting party may not maintain any action or effect any remedies for default against the defaulting party unless and until the defaulting party has failed to cure the same within the time periods provided in this paragraph.

14. **GOVERNING LAW**

This Agreement shall be interpreted under and governed by the laws of the state of Missouri. Whenever there is no applicable state statute or decisional precedent governing the interpretation of this Agreement, then federal common law shall govern.

15. **NOTICES**

Any action by CPB under this Agreement may be taken by James D. Stowe, President and Chief Executive Officer, or such other person as James D. Stowe or CPB may designate for such purpose by written notice to the Contractor. All compensation and written notices to the Contractor shall be considered to be properly given if mailed, delivered in person or transmitted by electronic mail to:

Gloria Thomas Anderson
530 Clifton Ct.
Midlothian, TX 76065
gloria@hearttones.com

All invoices, written reports and written notices given to CPB shall be considered to be sufficiently given if mailed, delivered in person, or transmitted by electronic mail to:

James Stowe
Center for Practical Bioethics
13725 Metcalf Ave, #427
Overland Park, KS 66223
accounting@practicalbioethics.org

16. **ENTIRE AGREEMENT**

This Agreement cancels and supersedes all previous discussions, negotiations, understandings, representations, warranties and agreements, written or oral, relating to the subject matter of this Agreement, and contains the entire understanding of the parties hereto.

17. **COUNTERPARTS**

This Agreement may be executed in any number of counterparts, each of which is deemed to be an original and all of which constitute one agreement that is binding upon all of the parties hereto, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties hereto have signed this Agreement on the dates set forth below.

CENTER FOR PRACTICAL BIOETHICS

GLORIA THOMAS ANDERSON

By: _____
James D. Stowe
President/CEO

By: _____
Gloria Thomas Anderson

Date: _____
"CPB"

Date: _____
"Contractor"

Exhibit A Scope of Services

With primary funding from the John and Wauna Harman Foundation, CPB seeks to build a sustainable and national ACP education initiative for African American communities. A 4-year project budget has been formulated with the intention to progress the work to financial independence (through a combination of training/licensing fees, program revenue, grants, and service agreements with health care and faith-based organizations). The Contractor is a deeply experienced and nationally recognized expert in the project area and developed the trademarked Let's Talk About ACP program for the African American community.

Key Responsibilities:

The Contractor will provide strategic and visionary leadership to development of the program offerings, including material support to facilitators, program constituents and stakeholders, community leaders, and philanthropy/business/nonprofit organizations interested in the program. The Contractor will execute key relationship-building activities with community partners as well as lead various elements of program development and outreach. Using the Contractor's expansive experience, she will direct a modernization of the program approach to utilize technology that reduces workload and expands program reach and ensure that materials and program administration continue to meet the needs of intended ACP audiences. Moreover, she will periodically assist CPB staff with identifying and applying for additional grant and other funding opportunities.

The initial program period (2024) will be used to envision and establish key goals and objectives, including a program budget, that will be reviewed and modified at least annually, with final approval by the CPB's Board of Directors. The Contractor will lead the execution of those goals and objectives with support from CPB staff, as outlined in the program budget.

CPB will oversee the management and execution of the Let's Talk About ACP program, using the eponymous trademarked materials as supports for the program activities, with the long-term goal of building a sustainable and national ACP education initiative for African American communities. CPB will handle the administrative tasks of program management and implementation, provide and manage staff who will contribute to increased program capacity and growth, initiate and support efforts to integrate new and sustained funding streams for long-term viability of the program, and assist in implementing operational metrics and evaluation measures to track success and areas of needed program improvement. CPB will also orchestrate and coordinate partnerships (with individuals, organizations, etc.) to strengthen program offerings and community standing.

Background Check

Contractors are required to pass a background check initiated by CPB.

COMPENSATION:

The Contractor will be compensated based upon the following schedule, subject to funding and agreement/approval from the John and Wauna Harman Foundation:

Reimbursement Schedule (based upon program budget and periodic CPB Board review and approval)

Project Initial Period, June 1, 2024 – December 31, 2024: \$60,667

Project Year 2: \$108,160

Miscellaneous

At discretion of CPB leadership, reimbursement may be available for extra duties performed at a mutually agreed upon rate for each specific extra duty.

Exhibit B
Pre-Existing Materials

1. BOOK: The African-American Spiritual and Ethical Guide to End of Life Care: What Y'all Gon' Do With Me?
2. CURRICULUM: Let's Talk About ACP



Approved: , 2024

2024 Goals and Objectives for President and CEO, James Stowe

This document outlines a portfolio of work and measurable progress for the Center's President and CEO. The goals and objectives will be altered from time to time, and the Board sets ultimate parameters for the CEO's work and performance.

Although the cornerstone goals and objectives are specific to programs and initiatives, and their respective staff leaders, the CEO holds final accountability for all except Health Justice, which is in a research and development stage. Therefore, the other program areas are included, and a special emphasis is added to the core capacities and administrative strengths that are related to the CEO's administrative purview.

In addition to the overarching Center goals and objectives, CEO-specific goals and objectives are enumerated that assist the CEO with prioritizing activities, and to assist the Board in oversight and evaluation of the CEO's performance.

Center Goals and Objectives

1 Goal: CPB is a trusted provider of ethics education and ethics consultation services.

Objectives

- 1.1 Serve as a strong collaborative partner with local universities, specifically the three medical schools.
 - 1.1.1 Maintain and/or strengthen relationship with KUMC, with attention to a transitional plan for 2025 following Dr. Rosell's retirement
 - 1.1.2 Continue the partnership with KCU, with continued emphasis on teaching and mentorship of students both in the COM and Masters in Bioethics programs.
 - 1.1.3 Establish collaboration with UMKC and create opportunities to work together.
- 1.2 By March 31, 2025, add four health systems (1 major and 3 minor systems).
- 1.3 By March 31, 2025, add \$50,000 in new revenue through ethics services agreements.
- 1.4 By March 31, 2025, earn enough in Ethics Services to justify the addition of 1.0FTE personnel for ethics services, supported by new earned revenue.
- 1.5 Through 2025 and beyond, sustain and optimize current Ethics Services agreements by maintaining or increasing revenue, optimizing utilization, and achieving high customer satisfaction.
- 1.6 Continue to demonstrate mentoring of young people into bioethics vocations by means of one or several internships, providing opportunities for shadowing, and intentional generativity.

2 Goal: CPB is a trusted partner and resource for responsible development and implementation of AI in healthcare.

2.1 **Education and Training:** CPB Provides Ethical AI education to increase awareness and knowledge of ethical considerations of AI in healthcare and to facilitate the creation of governance structures across organizations.

2.1.1 In 2024, CPB will increase community engagement by providing more education to healthcare organizations, developers, and the community.

Milestones:

In 2024, CPB Ethical AI Project Team will submit a publication to a peer-reviewed journal.

In 2024, CPB Ethical AI Project Team will provide 6 presentations to the community about the work of the Ethical AI Initiative.

In 2024, CPB Ethical AI Project Team will provide 1 Ethical AI workshop to a healthcare Organization.

In 2024, CPB Ethical AI Project Team will provide 1 Ethical AI Workshop with Digital Health KC to healthcare IT leaders.

2.2 **Executive Level Support at Healthcare Organizations:** CPB Advises and consults on enterprise level decisions for the development, procurement, implementation, and use of AI.

2.2.1 In 2024, CPB will provide consultation to executive leaders in healthcare organizations to create Ethical AI policies and procedures across their organization.

Milestones:

In 2024, CPB Ethical AI Project Team will co-develop Ethical Ai value statements and governance structures for 2 healthcare organizations in Kansas City.

2.3 **Process Improvement Tools:** CPB creates procedural recommendations to healthcare organizations using AI.

2.3.1 in 2024, CPB Ethical AI Project Team will develop recommended practices and procedures to assist healthcare organizations in purchasing ai tools.

Milestones:

In 2024, CPB Ethical AI Project Team and advisory workgroup will draft a procurement guide to assist healthcare organizations when they evaluate the use of a new ai-enabled product.

2.4 **Ethical AI Recognition Program:** CPB recognizes healthcare organizations for their actions to ensure ethical AI practices across their organization.

2.4.1 in 2024, CPB Ethical AI Project Team will evaluate existing recognition programs and work with their advisory group to create a recognition program framework for ethical ai in healthcare.

Milestones:

In 2024, the Ethical AI Project Team and advisory workgroup will create recognition criteria, principles, and processes.

2.5 **Ethical AI Revenue Generation:** CPB builds a stable and diverse revenue portfolio across service offerings and programs.

2.5.1 in 2024, CPB Ethical AI Project team will continue to orient programs and work to earn long-term revenue and philanthropic support.

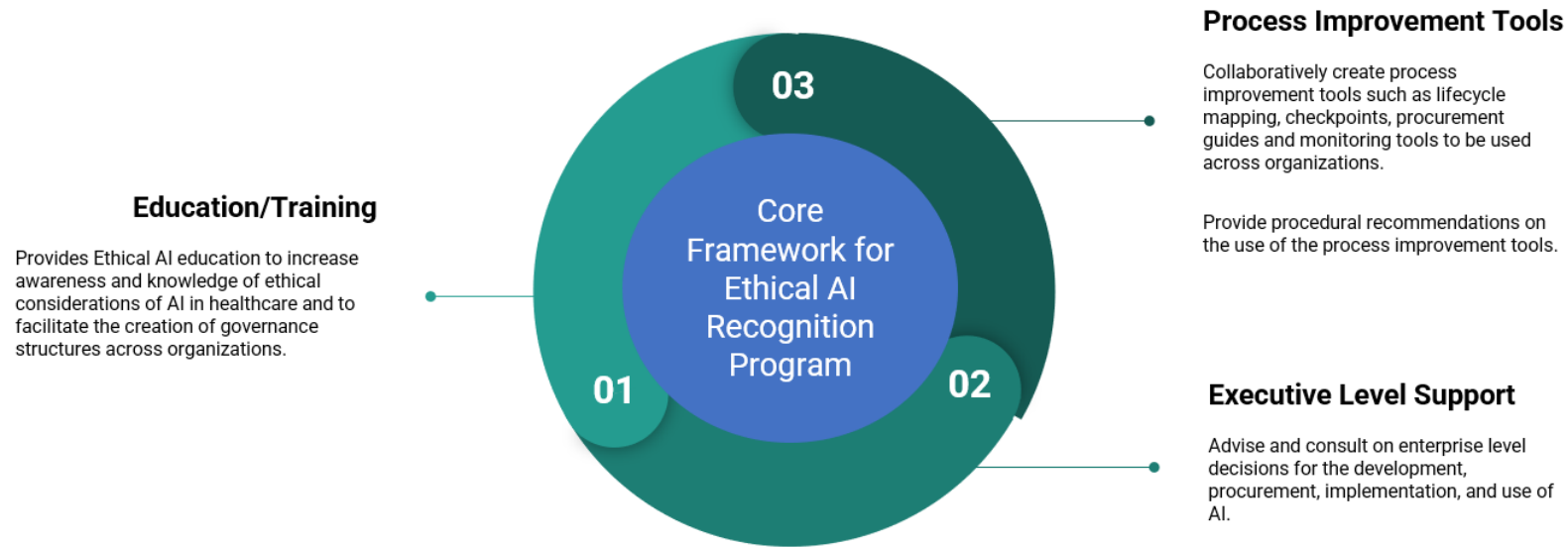
Milestones:

By March 31, 2025, the Ethical AI Project Team will add \$50,000 in new revenue through ethics services agreements.

By March 31, 2025, The Ethical AI Project Team will define fees for participation in the Ethical AI Recognition Program and work with partners to test receptivity and relationship to other service offerings.

FUTURE DIRECTION: CORE FRAMEWORK FOR ETHICAL AI RECOGNITION FRAMEWORK AS AN EXTENSION OF CURRENT ETHICAL AI INITIATIVE SERVICES.

Ethical AI Initiative Services: Value across the AI lifecycle



3 Goal: Health Justice

Objectives

Note: This goal and objectives are presented separately.

4 Goal: Build core capacity for sustainability and growth.

Objectives

- 4.1 Raise at least \$500,000 in philanthropic funds annually.
 - 4.1.1 In 2024, raise \$250,000 in unrestricted funds through events; \$303,500 in development income (unrestricted grants, donations, etc.)
- 4.2 By January, 2025, increase earned income by \$50,000 over 2024 budget (\$200,00), and plot achievable growth for 2026 and beyond.
- 4.3 Maintain engagement and dissemination, as measured by media stories, social media engagement, and website traffic commensurate with 2023's measures, while acknowledging potential impacts from a reduced social media presence.
- 4.4 Secure resources needed to implement a plan to support professional development of staff (e.g., professional membership and conference attendance) for the 2025 budget.
- 4.5 By Quarter 2, 2024, adopt policies and procedures to foster a warm and welcoming culture that attracts and retains diverse, quality staff (e.g., Employee Handbook revision).
 - 4.5.1 Form employee workgroup to test and implement a productivity policy.
- 4.6 By Quarter 2 2024, develop and implement a plan for continuous maintenance of excellent stewardship of resources entrusted to us, such as enhanced internal controls, revenue forecasting, dashboard reporting, and clean audits.
 - 4.6.1 Implement recommendations by MG Consulting, LLC., provided to the Center in the fall of 2023.
- 4.7 By Quarter 3, 2024 develop or refine plans to enhance organizational integration through data systems and management, administrative and support roles and responsibilities, and unified approaches to customer service and revenue acquisition (e.g., platform acquisition/implementation, standard operating procedures, and staff role delineation).

CEO-Specific Goal and Objectives

5 Goal: To provide strategic leadership, inspiring communication, management of a high-performing team, maintenance of strong finances, and development of effective partnerships.

Objectives

- 5.1 Research and analyze current trends, best practices, and emerging issues related to the organization's mission and identify opportunities to advance its role and impact.
- 5.2 Create an organizational disposition that advances diversity, equity, and inclusion in all activities and procedures.
- 5.3 Continually exercise creative resourcefulness in developing new initiatives, opportunities, and sources of revenue and impact.
- 5.4 Build a culture of innovation and continuous improvement by encouraging and supporting staff and volunteers to contribute ideas and feedback on the organization's vision and direction.
- 5.5 Annually, develop and manage a budget that aligns with the goals and objectives and maintains financial stability.
- 5.6 Continually maintain clear communication with the Board of Directors, maintain sensitivity to their guidance and oversight, and receive appropriate authorization for all actions.
- 5.7 As opportunities emerge, participate in, or create, local, regional (state), or national partnerships that align with the Center's mission and capacity.
- 5.8 Explore grant or other funded opportunities to partner with aligned stakeholders.

Proposed 2024 Health Justice Goal and Objectives – Erika Blacksher

By Q2 2026, pilot, assess, and disseminate results of pilot phase of HealthCommons

1. Retool team and develop train-the-trainer curriculum, by December 2024
 - a. Identify community partners, define respective roles and responsibilities, secure MOUs
 - b. Reconstitute expert advisory committee per needs of pilot phase and business model canvas
 - c. Hire and onboard research-project manager (subcontract)
 - d. Prepare and submit protocol for IRB review
 - e. Delineate key timeline and activity milestones for partner-trainees and pilot deliberations
 - f. Develop train-the-trainer curriculum for partner-trainees
2. Train partners and plan, conduct, evaluate, and disseminate results of pilot deliberations, by Q2 2026
 - a. Implement train-the-trainer curriculum
 - b. Conduct three pilot deliberations
 - c. Conduct follow-up interviews with subset of participants two weeks after each deliberation
 - d. Update toolkit on basis of lessons learned
 - e. Analyze results (pre/post-deliberation surveys, qualitative analysis of interviews and transcripts)
 - f. Disseminate results of pilot deliberations for diverse audiences (peer-reviewed, policymakers, community, philanthropy)
3. Secure proof-of-concept funding to support a minimum project cost of \$295,000, by July 2024
 - a. Significant project cost centers are: \$19,740 for train-the-trainer; \$66,680 for 3 pilot deliberations; and \$165,000 for personnel over two years
4. Identify and recruit a business model canvas consultant, TBD
 - a. Present finalized business model canvas to Board, including definition of a blended and braided revenue structure (e.g., a combination of program/service revenue, grants, and/or major gifts)
 - b. Define and detail project budget and service/program launch strategy
5. Launch the toolkit
 - a. Support inaugural partners and identify new partners
 - b. Adapt toolkit, as needed (e.g., develop new case studies)
 - c. Implement long-term evaluation strategy with CCHD