

# Washington County Campus Foundation Conflict of Interest Policy

## Article One: Purpose

The purpose of the conflict of interest policy is to protect the Washington County Campus Foundation's (Foundation) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer, director, or committee member of the Foundation or might result in a possible excess benefit transaction. It is also intended to serve as an ethical conduct guide for all persons employed or who have volunteer leadership roles with the Foundation in positions of significant responsibility. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to non profit and charitable organizations.

## Article Two: Definitions

**Business relationship:** One in which a board member, officer, committee member or member of his or her family as defined below serves individually or serves as an officer, director, employee, partner, trustee, or controlling stockholder of an organization that does substantial business with the Foundation or university.

**Family Member:** A spouse, parents, siblings, children or any other relative, if the latter resides in the same household, of a board member, officer or committee member.

**Substantive relationship:** When you or a member of your family (1) are the actual beneficial owner of more than five percent of the voting stock or controlling interest of an organization that does substantial business with the foundation or university; or (2) have other direct or indirect dealings with such an organization from which you or a member of your family benefits directly, indirectly, or potentially from cash or property receipts.

## Article Three: Fiduciary Responsibilities

Members of the board, officers, committee members and employees of the Washington County Campus Foundation serve the public trust and have a clear obligation to fulfill their responsibilities in a manner consistent with same. All decisions of the board, officers and committee members are to be made solely on the basis of a desire to promote the best interest of donors as well as the foundation, university and the public good. The university's integrity and that of the foundation must be protected and advanced at all times. To that end, the Board agrees to adhere to the Association of Fundraising Professionals Code of Ethics and Donor Bill of Rights. Members of the board, officers, committee members, and employees of the Washington County Campus Foundation inevitably are involved in the affairs of other institutions and organizations. An effective board and administration cannot consist of individuals entirely free from at least perceived conflicts of interest. Although most such potential conflicts are and will be deemed to be inconsequential, it is everyone's responsibility to ensure that the board is made aware of situations that involve personal, familial, or business relationships that could be troublesome for the foundation or university. Thus, the board requires each board member, officer and committee member annually

- (1) to review this policy;
- (2) to disclose any possible personal, familial or business relationships that reasonably could give rise to a conflict involving the foundation or university; and
- (3) to acknowledge by his or her signature that he or she is in accordance with the letter and spirit of this policy.

## **Article Four: Annual Statement and Disclosure**

All board members, officers and committee members are required to list on a disclosure form only those substantive relationships that he or she maintains, (or members of their family maintain) with organizations that do business with the foundation or university or otherwise could be construed to potentially affect their independent, unbiased judgment in light of his or her decision making authority or responsibility. In the event you are uncertain as to the appropriateness of listing a particular relationship, the chair of the board and/or the president should be consulted. They in turn may elect to consult with legal counsel, the executive committee, or the board of directors. Such information, including information provided in the disclosure form, shall be held in confidence except when, after consultation with you, the institutions best interest would be served by disclosure.

## **Article Five: Restrain on Participation**

Board members, officers or committee members who have declared, have discovered at any time or been found to have a conflict of interest shall refrain from participating in consideration of proposed transactions involving the conflict, unless for special reasons the board or administration request information or interpretation. After providing the requested information or interpretation, the board member, officer, or committee member shall leave the meeting. Persons with conflicts shall not vote, participate in discussion, be represented at the time of vote or be present at the time of vote concerning the proposed transaction. The board and/or committee shall use all due care and diligence to, through reasonable efforts, gain the most advantageous transaction or arrangement for the benefit of the Foundation or university.

## **Article Six: Violations of Conflict of Interest Policy**

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

# Washington County Campus Foundation Annual Statement

## *Disclosure Form for Board Members, Officers, and Committee Members*

Please complete the following and return this form in the envelope provided.

Name: \_\_\_\_\_

Employer: \_\_\_\_\_

1. I have received a copy of the conflict of interest policy.

YES  NO

2. I have read and understand the policy.

YES  NO

3. I agree to comply with the policy.

YES  NO

4. I understand your organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

YES  NO

5. Are you aware of any relationships, as defined by the letter or spirit of the Foundation's policy, between yourself, or a member of your family, and the Foundation or University that may represent a conflict of interest?

YES  NO

If yes, please list and elaborate on such relationships, including the details of any annual or potential financial gain or benefit you have or may receive.

6. Did you or a member of your family receive, during the past 12 months, any gifts or loans from any source from which the Foundation or University buy goods or services or otherwise have significant business dealings?

YES    NO

If yes, please list and elaborate on such relationships, including the details of any annual or potential financial gain or benefit you have or may receive.

7. I AGREE TO ADHERE TO THE ASSOCIATION OF FUNDRAISING PROFESSIONALS' CODE OF ETHICS AND DONOR BILL OF RIGHTS. <https://afpglobal.org/ethicsmain/code-ethical-standards>

YES    NO

I certify that the foregoing information is true and complete to the best of my knowledge

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Signature

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Date