

Sample Conflict of Interest Policy

Sample policy language can streamline the policy adoption process and is a good starting point. But it is never a good idea to simply insert your organization's name and present the document to the board for approval. The policy MUST be discussed and tailored to reflect your organization's culture and to conform to your other policies.

This sample policy is distributed with the understanding that VLAA is not engaged in rendering legal or accounting counsel. We urge you to seek professional services to address your specific concerns.

I. Statement of Policy

A possible conflict of interest exists when a director has a material personal interest, either direct or indirect, in a proposed transaction involving this organization. When a director has an interest in a transaction being considered by the organization, the director should disclose that conflict before the board of directors or staff member takes action on the matter. Any board member having a conflict of interest will not vote or use his or her personal influence on the matter and will not be present when the matter is discussed by the board. The minutes of the meeting will reflect that a disclosure was made, and the abstention from voting.

This policy also will apply to immediate family members, the organization's committees, and its volunteer association. Directors, committee members, staff members, and officers of the volunteer association will be required to attest annually to their familiarity with this policy and to provide information concerning any possible conflict of interest so that disclosure, if necessary, is made.

Staff members and their immediate families will not benefit materially from the organization beyond receipt of salaries, fringe benefits, and reimbursement for authorized expenses.

II. Definition of Material Personal Interest

A material personal interest is:

1. an ownership or investment interest in any entity with which this organization has a transaction or arrangement;
2. a compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
3. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts, favors, and non-financial benefits that are not insubstantial.

III. Procedures

1. The interested director(s) will disclose to the Board, preferably in writing, the material facts as to his or her material personal interest in the transaction and in any corporation, partnership, association or other organization involved in the transaction prior to the meeting at which the Board acts upon the transaction.
2. The interested director(s) will absent himself or herself from the meeting while the transaction is discussed and acted upon.
3. A disinterested director, or other disinterested party familiar with the transaction, will present evidence of the fairness of the proposed transaction, such as competitive bids or comparable price quotations.
4. The vote of a majority of the disinterested directors participating in the meeting and constituting a quorum, after reaching a decision regarding whether the proposed transaction is fair to the organization, will be required for approval of the transaction. The minutes for the meeting will reflect that a disclosure of interest was made and that the interested director(s) abstained from voting and was not present during the Board's consideration of the transaction.
5. These procedures (i) will apply to transactions approved after the date of adoption of this policy; (ii) will not apply to reimbursement of expenses actually incurred by any director in the course of performing his or her duties as such; and (iii) may be waived or altered in any particular case by vote of a majority of the full Board of Directors for good cause shown.

IV. Potential Conflict Report

To assist in implementing this Policy, each proposed new Board member will file a Potential Conflict Report in the form of Exhibit A hereto in connection with the selection process. Existing Board members will file a Potential Conflict Report annually, in June, with the Executive Director, whose responsibility it will be to oversee the annual distribution of such forms to existing Board members.

EXHIBIT A

Potential Conflict Report

Please answer all questions. If the answer is “yes,” please explain. An affirmative response does not imply that the relationship is improper or that it should be terminated.

During the past twelve months, have you or any related party [1] had any interest, direct or indirect, in any contract or transaction with Arts Organization?

Do you or any related party have any interest, direct or indirect, in any pending or proposed contract or transaction with Arts Organization?

Do you or any related party have any other interest, which might conflict, or might be perceived to conflict, with your duty of loyalty to the interests of Arts Organization?

The answers to the foregoing are accurate to the best of my knowledge and belief, and I will promptly notify the Executive Director of Arts Organization of any change, which would make any of the answers no longer accurate.

Date: _____ Signature: _____

[1] For this purpose, a “related party” is defined as members of your immediate family, which includes your spouse, children, siblings, and parents; estates, trusts, partnerships, limited liability companies, corporations and other entities in which you or any member of your immediate family has a present or vested future beneficial interest or serves as an officer, director, or trustee, other than entities in which you and your immediate family members in the aggregate own less than five percent in value of all traded securities.