

Conflict of Interest & Code of Conduct Policy

THIS POLICY IS REQUIRED FOR LEGAL COMPLIANCE.

In recognition of the IRS inquiry regarding the existence of a policy regarding conflicts of interest, and in support of good governance, Utah Chapter 33's adopted policy covers disclosure and processing of a Conflict of Interest:

- (a) Defines conflicts of interest;
- (b) Identifies classes of individuals within the organization covered by this policy;
- (c) Facilitates disclosure of information that may help identify conflicts of interest; and,
- (d) Specifies procedures to be followed in managing conflicts of interest.
- (e) Details code of conduct
- (f) Provides "Conflict of Interest Acknowledgement and Disclosure Form"
 - 1. **Definition of conflicts.** A conflict of interest arises when a person in a position of authority over the organization may benefit financially from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons.
 - 2. **Individuals covered.** Persons covered by this policy are the organization's officers, directors, chief employed executive and chief employed finance executive.
 - 3. **Disclosure.** Persons covered by this policy will disclose annually in writing and update the Executive Council at each meeting their interests that could give rise to conflicts of interest, such as a list of family members, membership and leadership in related organizations, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members.
 - a. Conflicting involvements include but are not limited to the following:
 - i. Any incident of abuse or misuse of my position for personal or third-party gain or benefit.
 - ii. Engaging in outside activities that might be reasonably expected to adversely affect the organization either directly or indirectly.
 - iii. Being involved in situations in which loyalty may be divided between personal interests - or the interest of another organization - and the best interest of the organization.
 - iv. Having an affiliation with an organization that is doing business with – or seeking grant support from the organization.

- v. Receiving a gift or an item of value as an inducement to provide special organization treatment to the donor.
4. **Managing conflicts.** For each interest disclosed to the board chair, he or she will determine whether to: Take no action;
 - a. Assure full disclosure to the board of directors and other individuals covered by this policy;
 - b. Ask the person to recuse from participation in related discussions or decisions within the organization; or
 - c. Ask the person to resign from his or her position in the organization or, if the person refuses to resign, become subject to possible removal in accordance with the organization's removal procedures. The organization's chief employed executive and chief employed finance executive will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the board chair in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.
5. **Code of conduct.** Members of Utah Chapter 33 Executive Council (elected officers and members-at-large) will abide by and conform to the following code of conduct:
 - a. Work for the betterment of the organization as a priority, including all participation in discussion and voting matters.
 - b. Obey the provisions of federal and state law, to abide by the organization's governing documents and to act in a manner that will bear the closest public scrutiny.
 - c. Conduct the business affairs in good faith and with honesty, integrity, due diligence and reasonable competence.
 - d. Exercise proper authority and good judgment in dealings with Board and staff members, companies with whom the organization does business and the general public.
 - e. Not use information in any manner other than furtherance of duties and responsibilities --- protecting the confidential information closely and not releasing or sharing it without approval from the Board Chair.
 - f. Not engage in any business activity or intercede in business relationships that would materially and adversely affect the organization, either directly or indirectly.
 - g. Not attempt to persuade staff members to leave the employ of the organization or to accept any other type of employment nor will I provide any comments regarding present or former staff members to their new or potential employer.
 - h. Not engage in - or facilitate - discriminatory or harassing behavior directed toward Board members, staff members or business associates of the organization.

- i. Conduct behavior with unconflicted loyalty to the interests of the organization, realizing that a personal conflict of interest may arise when other interests may compromise the ability to remain unbiased and impartial in organization affairs.
 - j. Report conflict of interest to the Board Chair when it arises.
6. **Code of Conduct Acknowledgement and Disclosure Form**
- a. Each member of the Executive Council of Utah Chapter 33 will be required to sign the "Code of Conduct Acknowledgement and Disclosure Form" annually, to be kept in permanent record by the Executive Director.

Approved: December 31, 2016



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