

## **Board of Directors Conflict of Interest Policy and Disclosure Form**

In their capacity as directors, the members of the Board of Directors (the "Board") of the Name of Organization goes here (Council) must act at all times in the best interests of the Council. The purpose of this policy is to help inform the Board about what constitutes a conflict of interest, assist the Board in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest where necessary. This policy may be enforced against individual Board members as described below.

1. Board members have a fiduciary duty to conduct themselves without conflict to the interests of the Council. In their capacity as Board members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of the Council.
2. A conflict of interest is a transaction or relationship which presents or may present a conflict between a Board member's obligations to the Council and the Board member's personal, business or other interests.
3. All conflicts of interest are not necessarily prohibited or harmful to the Council. However, full disclosure of all actual and potential conflicts, and a determination by the disinterested Board (or Council's Executive Committee) members – with the interested Board member(s) recused from participating in debates and voting on the matter – are required.
4. All actual and potential conflicts of interests shall be disclosed by Board members to the Council's Executive Committee through the annual disclosure form and/or whenever a conflict arises. The disinterested members of the Council's Executive Committee shall make a determination as to whether a conflict exists and what subsequent action is appropriate (if any). The Council's Executive Committee shall inform the Board of such determination and action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.
5. All Board members shall be provided with a copy of this policy and required to complete and sign the acknowledgment and disclosure form below. All completed forms shall be provided to and reviewed by the

Council's Executive Committee, as well as all other conflict information provided by Board members.

I have read the Council's Board Conflict of Interest Policy set forth above and agree to comply fully with its terms and conditions at all times during my service as a Council Board member. If at any time following the submission of this form I become aware of any actual or potential conflicts of interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the Council President & Executive Director in writing.

**Disclosure of Actual or Potential Conflicts of Interest:** \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Board Member**

**Signature:** \_\_\_\_\_

**Board Member Printed**

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

**Date:** \_\_\_\_\_