



## Conflict of Interest Policy

### Section 1: Purpose

Articipate is a charitable organization whose Board Members are chosen to serve the public purposes to which it is dedicated. These persons have a duty to conduct the affairs of Articipate in a manner consistent with such purposes and not to advance their personal interests. This policy is intended to permit the Articipate and its Board Members to identify, evaluate, and address any real, potential, or apparent conflicts of interest that might, in fact or in appearance, call into question their duty of undivided loyalty to Articipate.

### Section 2: Definitions

- A. Covered Persons.** This policy applies to the Articipate's Board Members, staff and volunteers. Each Covered Person shall be required to acknowledge, not less than annually, that he or she has read and is in compliance with this policy.
- B. Covered Transactions.** This policy applies to transactions between Articipate and a Covered Person, or between Articipate and another party with which a Covered Person has a significant relationship. A Covered Person is considered to have a significant relationship with another party if:
  - i.** the other party is a family member, including a spouse, parent, sibling, child, stepchild, grandparent, grandchild, great-grandchild, in-law, or partner;
  - ii.** the other party is an entity in which the Covered Person has a material financial interest. This includes entities in which the Covered Person and all individuals or entities having significant relationships with the Covered Person own, in the aggregate, more than 10 percent; or
  - iii.** the Covered Person is an officer, director, trustee, partner, or employee of the other party. A Covered Transaction also includes any other transaction in which there may be an actual or perceived conflict of interest, including any transaction in which the interests of a Covered Person may be seen as competing or at odds with the interests of Articipate.

### Section 3: Procedures

- A.** When a Covered Person becomes aware of a proposed Covered Transaction, he or she has a duty to take the following actions:
  - i.** immediately disclose the existence and circumstances of such Covered Transaction to Articipate's Board in writing
  - ii.** refrain from using his or her personal influence to encourage Articipate to enter into the Covered Transaction
  - iii.** physically excuse himself or herself from any discussions regarding the Covered

Transaction except to answer questions, including board discussions and decisions on the subject

- B. When a Covered Person does not disclose a potential, perceived or real Covered Transaction to the Board for approval, the Board may resolve the violation of this policy by:
  - i. Board Chair may inform the Covered Person of their belief that there may be a conflict of interest and give them the opportunity to present the situation and failure to bring the potential conflict forward earlier, and
  - ii. if the board is not satisfied with the person's explanation, it can then take appropriate disciplinary action

#### **Section 4: Standard for Approval of Covered Transactions**

Articipate may enter into a Covered Transaction where:

- A. such Transaction does not constitute an act of self dealing, and
- B. the board determines, acting without the participation or influence of the Covered Person, that such transaction is fair and reasonable to Articipate. The Board shall document the basis for this determination in the minutes of the meeting at which the Covered Transaction is considered, and shall consult with Articipate's legal advisor as necessary to ensure that the Transaction does not constitute an act of self-dealing.

#### **Section 5: Administration of Policy**

This policy shall be administered by the Board, which shall be responsible for the following:

- A. receiving disclosures of proposed Covered Transactions
- B. reviewing proposed Covered Transactions to determine whether they meet the above-described standard
- C. maintaining minutes and such other documentation as may be necessary and appropriate to document its review of Covered Transactions
- D. reviewing the operation of this policy and making changes from time to time as it may deem appropriate