

ORBIS CASCADE ALLIANCE

CONFLICT OF INTEREST POLICY

Adopted by Council on November 12, 2010

Revised by Council on November 11, 2011

I. Purpose

The purpose of this conflict of interest policy is to protect the interests of the Orbis Cascade Alliance (the Corporation) and its members. As such, this conflict of interest policy is a complement to the organization's Bylaws. The policy is intended to prevent the personal interest of Board, Council, Committee members and employees of the Corporation from interfering with the performance of their duties to the Corporation, or actions resulting in personal financial, professional, or political gain on the part of such a person at the expense of the Corporation or its members.

II. Definitions

Conflict of Interest means a conflict, or the appearance of a conflict, between the private interest and official responsibilities of an individual in a position of trust. Persons in a position of trust include, Officers, Directors, Council members, committee members and employees who have influence over the activities or finances of the Corporation.

Interested Party is a person with a Conflict of Interest.

Compensation or gain includes direct and indirect remuneration as well as gifts, entertainment, or favors that are not insubstantial. Accepting such compensation from individuals or entities can result in a conflict or duality of interest when the party providing remuneration/gifts/entertainment/favors does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Interested Party in the performance of his or her duties.

III. Procedures

- A. Prior to Board, Council, or Committee deliberation or action on an activity or financial matter involving a Conflict of Interest, full disclosure, that is, all facts material to the Conflict of Interest, shall be made by the Interested Party to the Chair of the Board or, in the case of an employee of the Corporation, the individual's supervisor. If Board, Council, or Committee members are aware that an employee has a Conflict of Interest, relevant facts should be disclosed by the member or by the Interested Party him/herself if invited to the meeting. Such disclosure shall be reflected in the minutes of the meeting.
- B. An Interested Party shall not participate in or be permitted to hear the Board's, Council's or Committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting. The remaining Board, Council or Committee members shall decide if a Conflict of Interest exists.
- C. If it is decided a Conflict of Interest exists, the Interested Party may not vote on the action or issue that gives rise to the Conflict and shall not be present in the meeting room when the vote is taken. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.
- D. In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the Chair of the Board who shall determine whether discussion and action according to this policy is warranted.

IV. Confidentiality

Each Board, Council or Committee member, and employee of the Corporation shall exercise care not to disclose confidential information acquired in connection with disclosures of Conflicts of Interest or potential conflicts, which might be adverse to the interests of the Corporation. Furthermore, Board, Council or Committee members and employees of the Corporation shall not disclose or use information relating to the business of the Corporation for their personal profit or advantage or the personal profit or advantage of family members.

V. Statements and Disclosures

- A. Each individual upon joining the Board, Council, a committee, or upon taking a position as an employee of the Corporation shall be provided with and asked to review a copy of this Policy and to acknowledge in writing that s/he has done so and agrees to comply with the policy. At the Annual Meeting of the Corporation, this policy will be included with the documentation for the meeting for purposes of review of the policy.
- B. Each Board member, Council member, committee member and employee shall annually complete a disclosure form identifying any relationships, positions, or circumstances in which s/he is involved that s/he believes could contribute to a Conflict of Interest. Any such information regarding the business interests of said individuals or their family members shall be treated as confidential and generally be made available only to the Chair of the Board and the Executive Director.

Orbis Cascade Alliance Conflict of Interest Disclosure Form

Date: _____

Signature: _____

Printed Name: _____

Title at your institution: _____

Your position on the Orbis Cascade Alliance Board, Council, or any committee(s) :

Please describe below or in a signed attachment any relationships, transactions, position you hold or circumstances that you believe could contribute to a Conflict of Interest between the Orbis Cascade Alliance and your personal interests, financial or otherwise:

_____ I have no conflict of interest to report.

VI. Periodic Reviews

To ensure the Corporation operates in a manner consistent with its non-profit 501 (c)(3) status, periodic reviews shall include at a minimum: a) whether compensation arrangements and benefits are reasonable and based on arm’s length bargaining and b) whether partnerships, joint ventures, and arrangements with other organizations conform to the Corporation’s written policies, reflect reasonable investment or payments for goods and services, and do not result in impermissible private benefit.