

**Policy Type: Governance Culture****Board Member Conflict of Interest**

Board members are expected to avoid conflicts of interest involving all matters considered by the Board. A conflict of interest exists when a member is confronted with an issue in which the member has a personal or financial interest or an issue or circumstance that could render the member unable to devote complete loyalty and singleness of purpose to the public interest.

1. If a Board member has a personal or financial interest in any matter being considered by the Board, the member shall disclose such interest to the Board shall not vote on the matter and shall not attempt to influence the decisions of other Board members.

Nothing in this policy shall be construed as prohibiting a Board member from voting and participating fully in discussion of non-financial and non-material issues in which the Board member or members of the Board member's immediate family are members of a larger class of persons similarly affected by the outcome of a matter. Neither does a Board member need to abstain from voting or participating fully in a discussion of non-financial and non-material topics or decisions that have an effect on Board members or members of the Board member's immediate family.

2. The Board shall not enter into any contract with any of its members or with a firm in which a member has a significant financial interest.
3. A Board member is expected to avoid conflict of interest in the exercise of the member's fiduciary responsibility. Accordingly, a Board member may not:
  - a. Disclose or use confidential information acquired during the performance of official duties as a means to further the Board member's own personal financial interests or the interests of a member of the Board member's immediate family;

- b. Accept a gift of substantial value or economic benefit which would tend to improperly influence a reasonable person, or which the Board member knows or should know is primarily for the purpose of a reward for official action;
- c. Engage in a substantial financial transaction for private business purposes with a person whom the Board member directly supervises;
- d. Perform an official act which directly confers an economic benefit on a business in which the Board member has a substantial financial interest or is engaged as a counsel, consultant, representative or agent.

**Monitoring Method:** Board Self-Assessment

**Monitoring Frequency:** Annually in January

**Date of Adoption:** April 28, 2014