

# Conflict of Interest Policy Samples

The following are sample conflict of interest policies from the Community Foundation of Switzerland County and Triangle Community Foundation.

## Sample One:

### **Community Foundation of Switzerland County: Policies and Procedures Regarding Conflict of Interest**

Employees are required to conduct themselves at all times in accordance with good professional judgment for the sole benefit of the Foundation and in such a manner as to not create a conflict of interest or the appearance of such conflict.

A conflict of interest exists when an employee's duty to give individual loyalty to the Foundation can be prejudiced by actual or potential benefit from another source. An employee should refrain from entering into any particular transaction or establishing any relationship with others if the employee's duty of loyalty and diligence to the Foundation is or may be impaired.

The following are some examples of actions or activities which may create an actual conflict of interest or give the appearance of a conflict:

- Engaging in any outside activity, which detracts from the efficiency of your duties as an employee of the Foundation. This includes serving on the board of organizations that are current or potential grantees of the Foundation without the approval of the President and the Board of Directors;
- Engaging in any activity which conflicts with the interest or purpose of the Foundation;
- Engaging in any financial, business, or other relationships with current or potential grantees of the Foundation;
- Accepting in any form whatsoever, any remuneration, compensation, or gift from current or potential grantees of the Foundation. Likewise, no employee shall provide or give gifts or favors to others where these might appear designed to influence improperly others in their relations with the Foundation;

- Failing to disclose to the President that an immediate family member is affiliated with a grantee or applicant.

All employees are under a continuing obligation to make full disclosure to the President of all situations involving either actual or potential conflicts of interest, whenever such situations may arise. If the Foundation determines that a conflict of interest or appearance of such conflict exists, the employee may be asked to correct or remedy the situation immediately. Depending on the circumstances, an employee may be subject to discipline, up to and including termination, for having engaged in conduct which constitutes a conflict, or for failing to disclose promptly a situation involving an actual or potential conflict of interest.

\_\_\_\_\_  
Employee's Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Employee's Name (typed or printed)

Received & Accepted By: \_\_\_\_\_

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

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## Sample Two:

### Code of Conduct: Triangle Community Foundation

#### I. Introduction

The Triangle Community Foundation is a publicly supported charitable foundation serving the communities of Wake, Durham, Orange, and Chatham Counties, North Carolina, and is dedicated to its mission of expanding private philanthropy in those communities. The Foundation operates within the public trust and strives to maintain the highest code of conduct in all of its operations.

The Foundation recognizes that it can best accomplish its mission when the Board of Directors, volunteer committee members, staff, and other groups associated with the Foundation represent the diverse interests, cultures, occupations, and expertise of the

community. Thus, the Foundation recognizes that members of the Board of Directors and others representing or affiliated with the Foundation will, from time to time, face possible conflicts of interest or situations in which the appearance of conflict of interest could be detrimental to the Foundation and the communities it serves. The Foundation adopts this Code of Conduct in recognition of its responsibility to the public trust; in recognition of the importance of fairness and objectivity in its conduct of business; as a means of assuring that every decision of the Foundation is made in the interest of the Foundation and the communities it serves; and as a means of publicly codifying its expectations of the Board, staff, and volunteers, and others serving the Foundation.

This Code of Conduct applies to all persons holding positions of responsibility and trust on behalf of the Triangle Community Foundation, including but not limited to: members of the Board of Directors, volunteer Committee members, members of the Boards of Supporting Organizations to the Foundation, and members of the Foundation staff (hereinafter "Members"). This Code of Conduct shall be provided to each Member at the time that he or she is asked to serve the Foundation.

## **II. General Policies and Expectations**

Members of the Triangle Community Foundation are expected to commit themselves to ethical and professional conduct. This includes the proper use of authority and appropriate decorum.

Members must represent unconflicted loyalty to the interest of the Foundation. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups, business interests, personal interests, or paid or volunteer service to other organizations. It also supersedes the personal interest of any staff or volunteer member acting as a consumer or client of the Foundation's services.

It is the policy of the Triangle Community Foundation that no Member shall derive any personal profit or gain, directly or indirectly, by reason of his or her service to the Foundation.

There may be no self-dealing or any conduct of private business or personal services between any Member and the Foundation except those conducted in an open and objective manner to ensure equal competitive opportunity and equal access to information.

Board members or volunteer committee members must not use their positions to obtain employment in the Foundation for themselves, family members or close associates. Should a

Board or volunteer committee member desire employment, he or she must first resign.

Board and volunteer committee members may not attempt to exercise individual authority over the policies and operations of the Foundation except through their roles as voting members of the Board or volunteer committees. Staff members may not attempt to exercise individual authority over the policies and operations of the Foundation except through their specific job responsibilities and established supervisory structure.

Board members and volunteer committee members in their interaction with the press and the public must recognize the inability of any individual member of the Board or Committee to speak for the Foundation except as expressly authorized by the Board Chairman. Staff members in their interactions with the press and the public must recognize the inability of any individual staff member to speak for the Foundation except as expressly authorized by the Executive Director.

The Foundation will comply with both the letter and spirit of all public disclosure requirements, including the open availability of its Form 990 tax returns. However, all Members must hold strictly confidential all issues of a private nature, including, but not limited to, issues related to private businesses, contributions from individuals, businesses, and other private entities, and all personnel matters.

### **III. Policies on Conflict of Interest**

In conducting the affairs of the Foundation, duality or conflict of interest shall be presumed when a person to whom this policy applies or a member of his/her immediate family serves as a trustee, officer, staff member, or holder of more than 10% of corporate stock of an affected organization or firm; has a formal affiliation or interest in an affected organization or firm; or could expect financial gain or loss from a particular decision.

Before a staff, Board, or volunteer committee member begins his or her service with the Foundation, he or she shall file with the Executive Director of the Foundation a list of his or her principal business activities, as well as involvement with other charitable and business organizations, vendors, or business interests, or with any other associations that might produce a conflict of interest.

In addition to the disclosure required by the previous paragraph, each Member is under an obligation to the Foundation, to his or her fellow staff or volunteers, and to the community served by the Foundation to inform the Foundation of any position he or she holds or of any business or avocational activity which may result in a possible conflict of interest or bias for

or against a particular grantee, action, or policy, at the time such grant, action, or policy is under consideration by the Board or any volunteer committee of the Foundation. Any duality or possible conflict of interest on the part of any Member shall be disclosed to the Chairman of the Board (in the case of volunteers) or the Executive Director (in the case of staff members) and made a matter of record as soon as the issue in question is raised and a possible conflict is known.

When the Board, committee, or staff is to decide upon an issue about which a Member has an unavoidable conflict of interest, that Member shall physically absent herself or himself without comment from not only the vote, but also from the deliberation, unless directly requested by the Chairman of the Board or relevant committee to provide factual information or answer factual questions that may assist the Board or Committee in making a wise decision. In no case shall that Member vote on such matter or attempt to exert personal influence in connection there- with.

Disclosure and abstention shall be recorded in the minutes of the meeting(s) at which the issue is discussed and decided.

In any situation not specifically covered by the previous sections of this policy, Members shall carefully consider any potential conflict of their personal interests with the interests of the Triangle Community Foundation and refrain from any action which might be perceived as an actual or apparent conflict of interest.

#### **IV. Examples of Appropriate Actions Under This Code of Conduct**

**Example 1.** An officer or other paid employee of a bank or other financial institution who is also a Board or Finance Committee member of the Foundation should inform the Chairman of the

Board of his or her potential conflict of interest and abstain from discussing or voting on the retaining, employing, or dismissing of his or her financial institution as an investment manager of the Foundation.

**Example 2.** A Board or Distributions Committee member who is also a Board, staff, or Committee member of a proposed grantee should inform the Chair of his or her conflict of interest and abstain from voting on or discussing any motion for or against the proposed grant, except as expressly requested by the Chair to provide factual information or answer factual questions that would be useful to the Board or Committee in its decision-making. If

several grants are being voted upon concurrently, the Board or committee member must voice his or her conflict of interest to the Chair before the vote so that a vote on the grant with which there is a conflict may be taken separately.

**Example 3.** A Board or Committee member whose personal financial interests could be positively or adversely affected by the Foundation's accepting, holding, or disposing of a particular gift from a donor or by knowledge of the gift should inform the Chairman of his or her potential conflict of interest; refrain from seeking, obtaining, or reviewing non-public information about the gift; and abstain from discussing or voting on acceptance of the gift.

## **V. Duties of the Board Chairman and the Executive Director**

The Chairman of the Board shall be responsible for the application and interpretation of the Code of Conduct as they relate to Board members, volunteer committee members, or the Executive Director. The Executive Director shall be responsibility for the application and interpretation of the above policies as they relate to members of the Foundation's staff.

## **VI. Duties of Members**

Each Member has the affirmative responsibility to report to the Board Chair (in the case of concerns related to Board or committee members or the Executive Director) or to the Executive Director (in the case of concerns related to members of the staff) any and all knowledge of any action or conduct that appears to be contrary to this Code of Conduct.

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## **Additional Samples:**

- [The James Irvine Foundation: Conflict of Interest Policy](#)
- [The Wallace Alexander Gerbode Foundation: Conflict of Interest Policy](#)