

## Conflict of Interest Policy

It is in the best interest of New Incentives and All Babies Are Equal Initiative (ABAE) to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest. This conflict of interest policy is designed to help directors, officers, employees and volunteers of New Incentives and ABAE identify situations that present potential conflicts of interest and to provide New Incentives and ABAE with a procedure to appropriately manage conflicts in accordance with legal requirements and the goals of accountability and transparency in New Incentives and ABAE operations, including in both the letter and spirit of the law.

1. **Conflict of Interest Defined.** For purposes of this policy, any of the following circumstances shall be deemed to create a Conflict of Interest:
  - a. A director, officer, employee or volunteer, including a Board member (or family member of any of the foregoing) is a party to a contract, or involved in a transaction with New Incentives and/or ABAE for goods or services.
  - b. A director, officer, employee volunteer, or Board member (or a family member of any of the foregoing) has a material financial interest in a transaction between New Incentives and/or ABAE and an entity in which the director, officer, employee or volunteer, or a family member of the foregoing, is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.
  - c. A director, officer, employee, volunteer, or Board member (or a family member of the foregoing) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with New Incentives and/or ABAE.
  - d. A director, officer, employee, volunteer, or Board member (or a family member of the foregoing) is sitting on a board adverse to the organization.
  - e. A director, officer, employee, volunteer, or Board member (or a family member of the foregoing) is contributing to political initiatives adverse to the organization.
  - f. A director, officer, employee, volunteer, or Board member (or a family member of the foregoing) is borrowing from/lending to employees, customers, or suppliers.

Other situations may create the *appearance of a conflict*, or present a *duality of interests* in connection with a person who has influence over the activities or finances of the nonprofit. All such circumstances should be disclosed to the board or staff, as appropriate, and a decision made as to what course of action the organization or individuals should take so that the best interests of the nonprofit are not compromised by the personal interests of stakeholders in the nonprofit.

Gifts, Gratuities and Entertainment. Accepting gifts, entertainment or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of his or her

duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value (usually under \$1000) which are not related to any particular transaction or activity of New Incentives and/or ABAE.

## **2. Definitions.**

- a. A "Conflict of Interest" is any circumstance described in Part 1 of this Policy.
- b. An "Interested Person" is any person serving as an officer, employee or member of the Board of Directors of New Incentives and/or ABAE or a major donor to New Incentives and/or ABAE or anyone else who is in a position of control over New Incentives and/or ABAE who has a personal interest that is in conflict with the interests of New Incentives and/or ABAE.
- c. A "Family Member" is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of an interested person.
- d. A "Material Financial Interest" in an entity is a financial interest, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an Interested Person's or Family Member's judgment with respect to transactions to which the entity is a party.
- e. A "Material Political Interest" in an entity is a political interest, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an Interested Person's or Family Member's judgment with respect to transactions to which the entity is a party.
- f. A "Contract" or "Transaction" is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization. The making of a gift to New Incentives and/or ABAE in the normal course of organizational fundraising is not a Contract or Transaction.

## **3. Procedures.**

- a. Prior to Board or committee action on a Contract or Transaction involving a potential Conflict of Interest, an Interested Person who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting. If board members are aware that staff or other volunteers have a potential conflict of interest, relevant facts should be disclosed by the board member or by the Interested Person him/herself if invited to the board meeting as a guest for purposes of disclosure.
- b. A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- c. A person who has a Conflict of Interest shall not participate in or be permitted to hear the board'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.

- d. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote.
- e. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken. Such person's ineligibility to vote (and exit from the meeting room, if applicable) shall be reflected in the minutes of the meeting. For purposes of this paragraph, a member of the Board of Directors of New Incentives and/or ABAE has a Conflict of Interest when he or she stands for election as an officer or for re-election as a member of the Board of Directors.
- f. Interested Persons who are not members of the Board of Directors of New Incentives and/or ABAE, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of Board or committee action, shall disclose to their supervisor, or the Chair, or the Chair's designee, any Conflict of Interest that such Interested Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Interested Person. The Interested Person shall refrain from any action that may affect New Incentives' and/or ABAE's participation in such Contract or Transaction.

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 his or her supervisor or the Chair or the Chair's designee, who shall determine whether full Board discussion is warranted or whether there exists an actual Conflict of Interest that is subject to this policy.

- 4. **Confidentiality.** Each director, officer, employee and volunteer 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 New Incentives and/or ABAE. Furthermore, directors, officers, employees and volunteers shall not disclose or use information relating to the business of New Incentives and/or ABAE for their personal profit or advantage or the personal profit or advantage of their Family Member(s).

5. **Review of policy.**

- a. Each director, officer, employee and volunteer shall be provided with and asked to review and sign a copy of this Policy.
- b. Annually each director, officer, employee and volunteer shall complete a disclosure form identifying any relationships, positions or circumstances in which s/he is involved that he or she believes could contribute to a Conflict of Interest. Such relationships, positions or circumstances might include service as a director of or consultant to another nonprofit organization, or ownership of a business that might provide goods or services to New Incentives and/or ABAE. Any such information regarding the business interests of a director, officer, employee or volunteer, or a Family Member thereof, shall be treated as confidential and shall generally be made available only to the Board Chair, the Chief Executive Officer, or any committee appointed to address Conflicts of

Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

- c. This policy shall be reviewed annually by each member of the New Incentives Board of Directors. Any changes to the policy shall be communicated to all staff and volunteers.