



Conflict of Interest Policy

Purpose:

The Conflict of Interest policy assists the Educational Foundation Board of Directors in meeting its fiduciary obligations. Because the Board of Directors is comprised of individuals with significant business and civic leadership roles, conflicts of interest may, at times, be unavoidable. This policy describes the process by which conflicts or potential conflicts of interest are identified and disclosed.

Definitions:

Interested Person

Any director, principal officer, or member of a committee with board delegated powers or influence, who has a direct or indirect financial interest, as defined below, is considered an interested person.

Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- an ownership or investment interest in any entity with which the College or Foundation has or may have in the future, a transaction or arrangement, or
- a compensation arrangement with the College or Foundation with any entity or individual with which the College or Foundation has or may have in the future, a transaction or arrangement, or
- a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the College or Foundation is negotiating a transaction or arrangement.
- is or may be competing, directly or indirectly, with the College or Foundation in the purchase or sale of property or property rights, goods or services

Duties and Procedures:

Duty to Disclose

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her financial interest and must be given the opportunity to

disclose all facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
- b. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the board or committee shall determine whether the College or Foundation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not found, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the College or Foundation's best interest and for its own benefit and whether the transaction is fair and reasonable to the College or Foundation and shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy

- a. If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Meetings

The minutes of the board and all committees with board-delegated powers shall contain:

- a. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, and the board's or committee's decision as to whether a conflict of interest in fact existed.
- b. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection.

Compensation

- a. A voting member of the board of directors who receives compensation, directly or indirectly, from the College or Foundation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the College or Foundation for services is precluded from voting on matters pertaining to that member's compensation.



**ICC EDUCATIONAL FOUNDATION
CONFLICT OF INTEREST STATEMENT**

I, _____, affirm that I have read the
(Print or type)

ICC Educational Foundation's Conflict of Interest Policy and (check all that apply):

- To the best of my knowledge, there exist no circumstances involving me or a member of my family that may be construed as a conflict of interest within the meaning of the accompanying policy.
- To the best of my knowledge there do exist circumstances involving me or a member of my family that may be construed as a conflict of interest within the meaning of the accompanying policy as follows:

- There may be the possibility of a potential conflict of interest as follows:

- I hold a position in senior management, or on the Board, of the related group or organization(s):

I understand that I must maintain the highest standards of integrity, and I will promptly report the discovery of any questionable, fraudulent or improper conduct, which appears to be a violation of the ICC Educational Foundation's Conflict of Interest Policy or other policies to the Foundation's Executive Committee and the Executive Director.

(Signature)

(Date)