

East Coast Sage Circle Policy

Conflict of Interest

Business Area of Responsibility: President
Author: Diane Vella, ECSC President
Status: Approved November 22, 2003

POLICY:

All officers, directors, independent contractors, committee and council members of ECSC shall disclose all real or apparent conflicts of interest that they discover or that have been brought to their attention in connection with ECSC's activities. This policy is intended to supplement but not replace any applicable laws governing conflicts of interest on nonprofit and charitable corporations.

DEFINITIONS:

"Conflict of Interest" is any situation where your personal interest, or those of a close friend, family, business associate, in which you hold a significant interest, or a person to whom you owe an obligation could influence your decisions and impair your ability to act in ECSC's best interest or represent ECSC fairly, impartially and without bias. A Conflict of Interest occurs when you benefit directly or indirectly from decisions made by ECSC. A direct benefit would include financial remuneration for yourself or close friend, family member, business associate in which you hold a significant interest. An indirect benefit is a benefit which advances or protects your interests or a close friend, family member, business associate in which you hold a significant interest, although it may not be measurable in money.

A conflict of interest exists if the decisions could be, or could appear to be influenced: it is not necessary that the influence takes place.

The "appearance of a conflict of interest" occurs when a reasonably well informed person could have a reasonable perception that you are making decisions on behalf of ECSC that promote your personal interest or those of a close friend, family member or business associate in which you hold a significant interest.

"Disclosure" shall mean providing properly, to the ECSC Board of Directors a written description of the facts comprising the real or apparent conflict of interest.

PROCEDURE:

An annual disclosure statement (see attached) shall be circulated to officers, directors, independent contractors, committee and council members (On July 1 or when the woman takes office) to assist them in considering such disclosures, but disclosure is appropriate and required when ever conflicts of interest may occur. The written notices of disclosures shall be filed with the President and kept in the permanent record of ECSC held by the

secretary. At the meetings of the ECSC Board all disclosures of real or apparent conflicts of interest shall be noted in the minutes.

If any officer, director, independent contractor, committee or council member of ECSC is in doubt about whether they are or may be in a conflict of interest, must request the advice of the ECSC President. If the President is in doubt about whether she is or may be in a conflict of interest, she must request the advice of a Vice President.

An officer, director, independent contractor, committee or council member who believes that she might have a real or apparent conflict of interest, in addition to filing a notice of disclosure, must also abstain from:

1. Participating in discussions or deliberations with respect to the subject of the conflict (other than to present factual information or to answer questions.)
2. Using her personal influence to affect deliberations.
3. Making motions.
4. Voting
5. Executing agreements
6. Taking similar actions on behalf of ECSC where the conflict of interest might pertain.

At the discretion of the ECSC Board, women with a real or apparent conflict of interest may be excused from all or any portions of discussion or deliberations with respect to the subject of the conflict.

A member of the ECSC Board, who, having disclosed a conflict of interest, nevertheless shall be counted in determining the existence of a quorum at any meeting in which the subject of the conflict is discussed. The minutes of the meeting shall reflect the individual disclosure, the vote thereon, and the individual's abstention from participation and voting.

The President of ECSC shall ensure that all officers, directors, independent contractors, committee and council members of the organization are made aware of the organization's policy with respect to conflicts of interest.

