

# **Penn West Conference, UCC**

## **Conflict of Interest Policy**

### **1. Objective of Conflict of Interest Policy**

The Penn West Conference is committed to the highest possible legal, ethical, and moral standards of business conduct. Officers and employees of the Conference have a fiduciary duty under the law to act at all times in its best interests. This Conflict of Interest Policy (“Policy”) defines the term “conflict of interest” and provides a process for identifying and disclosing conflicts of interest, and minimizing the impact of conflicts on the Conference. This Policy is intended to supplement but not replace any state and federal laws governing conflicts of interest that are applicable to the Conference.

### **2. Scope of the Policy**

This Policy applies to all Penn West Conference employees and officers and members of the Board of Directors, Financial Stewards, Endowment Committee, Mission Grants Committee, and Personnel Committee. Collectively, the individuals to whom the Policy applies are referred to as “Covered Persons.” It is the responsibility of all Covered Persons to comply with the Policy and report any violations or suspected violations of the Policy.

### **3. Definition of Conflict of Interest**

A “conflict of interest” is any transaction or relationship that may compromise the ability of a Covered Person to make unbiased and impartial decisions on behalf of the Penn West Conference. These transactions or relationships may include, but are not limited to, family relationships, business transactions, professional activities, or personal affiliations.

### **4. Prohibited Activities**

A Covered Person may not take personal advantage of a business opportunity that is offered to the Penn West Conference unless the Conference first determines not to pursue the opportunity. A Covered Person must protect the confidential information of the Conference and must not use such confidential information for his or her personal benefit, for the benefit of a related organization (an organization in which a Covered Person serves in a leadership, employment, or ownership capacity), or to the detriment of the Conference. Confidential information is information that is obtained through the Covered Person’s position with the Conference that has not become public information.

### **5. Identification of Conflicts of Interest**

All Covered Persons must submit an annual Statement of Disclosure detailing any facts or circumstances that might constitute a conflict of interest. All Covered Persons must submit an amended Statement of Disclosure within 30 days of a change or addition to the information provided in the annual Statement of Disclosure, or prior to any deliberation or vote on a matter involving the potential conflict of interest, whichever occurs first. The Personnel Committee will review each Statement of Disclosure for any set of facts or circumstances that may indicate an actual or potential conflict of interest. The Personnel Committee may request the assistance of the Board of Directors to identify such conflicts. When evaluating a particular set of facts or circumstances, the Personnel Committee may

consider, in addition to the information on the Statement of Disclosure, the following non-exhaustive list of factors that may indicate a conflict of interest:

- Solicitation or acceptance of gifts or other items of value that may create an appearance or expectation of special treatment in Conference matters;
- Any incident of abuse or misuse of a leadership position for personal or third-party gain or benefit;
- Failure to provide any information requested by the Personnel Committee;
- Situations in which a Covered Person may be divided between personal interests or the interests of another organization and the best interests of the Conference; and
- Business, professional, or other activities that would materially and adversely affect the Conference, either directly or indirectly.

The Personnel Committee may request additional information from any Covered Person at any time in connection with a review of a Statement of Disclosure.

## **6. Resolution of Conflicts of Interest**

If the Personnel Committee identifies an actual or potential conflict of interest, it may recommend one of the following actions to resolve the conflict:

- Waive the conflict of interest as unlikely to affect the Covered Person's ability to act in the best interests of the organization;
- Determine that the Covered Person should be recused from all information, deliberation, and decision-making related to the particular transaction or relationship that gives rise to the conflict of interest. This course of action should apply when the transaction or relationship presents a conflict of interest that is limited to a particular activity; or
- Determine that the Covered Person must resign from their service to the Conference. This course of action should apply when the conflict of interest is so pervasive that the Covered Person would likely seldom, if ever, be able to act solely in the best interests of the Conference. The Personnel Committee must report to the Board of Directors on the conflicts of interest identified each year and the actions taken to resolve such conflicts.

## **7. Business Transactions with the Penn West Conference**

A conflict of interest arises any time a Covered Person, or a Covered Person's family member, seeks to enter into a business relationship with the Penn West Conference. A conflict of interest also arises when an organization in which a Covered Person serves in a leadership, employment, or ownership capacity ("related organization") seeks to enter into a business relationship with the Conference.

A conflict of interest does not necessarily preclude business relationships with the Conference. The following procedure is designed to resolve conflicts of interest whenever a Covered Person, or a Covered Person's family member or related organization, seeks to provide goods or services to the Conference as a paid vendor, or applies to receive a grant or contract from the Conference:

- The Covered Person must promptly disclose the intent to enter into a business relationship with the Conference.

*Adopted by Penn West Conference Board of Directors 2.8.2020*

- The Covered Person must recuse themselves from all information, deliberation, and voting related to the contemplated business relationship.
- The Conference shall appoint a disinterested person or committee to investigate alternatives to the proposed existing transaction or arrangement, using reasonable diligence.
- The Conference must determine, without the presence or participation of the Covered Person, that the transaction is fair and in the best interests of the Conference.
- If the business relationship is approved, the Covered Person may not participate in any process by which they or their family member or related organization, is evaluated.
- The minutes of the Board of Directors meeting considering the transaction shall reflect, at a minimum:
  - The name of the Covered Person and their interest in the proposed business relationship;
  - The extent of the Covered Person's participation in the meeting;
  - Any determination as to whether the proposed business relationship was fair and in the best interests of the Conference and the specific reasons for such a determination;
  - Whether any alternatives to the proposed business relationship were considered;
  - The names of the persons present for discussions and votes relating to the proposed business relationship; and
  - A record of any votes taken in connection with the proposed business relationship.

### **8. Violations of the Policy**

Any Covered Person who violates this policy is subject to corrective action, up to and including termination of employment from the Penn West Conference, or removal from its Board of Directors.

## Statement of Disclosure

As a Covered Person under the Conflict of Interest Policy, I understand that I am obligated to disclose the existence of any facts or circumstances that may constitute a conflict of interest, as the term is defined in the Conflict of Interest Policy above.

- I, or my family member(s), have the following interests in third parties providing goods and services to the Penn West Conference:
- I, or my family member(s), serve in a leadership capacity, have a significant investment, or own at least a one percent interest in the following entities or organizations that may have conflicting interests with those of the Penn West Conference or take public positions contrary to those of the Penn West Conference:
- I expect to receive compensation or other material financial benefits as a result of business transactions from the Penn West Conference in the following amount, not including reimbursement of reasonable expenses [employees may disregard this question as it pertains to salary]:
- The following members of my family expect to receive some form of compensation or material financial benefit from the Penn West Conference:
- Outside of my capacity as a director or committee member of the Penn West Conference or an officer or employee of the Penn West Conference, I have a family relationship or business relationship with the following directors, committee members, officers or employees of the Penn West Conference:
- I wish to disclose the following additional facts or circumstances:
- There are no other facts or circumstances that should be disclosed or further reviewed that would call into question my ability to serve the Penn West Conference without a conflict of interest.

I have read the Conflict of Interest Policy in full, and understand that I am required to notify the Personnel Committee within 30 days in the event of any material change to the answers I have provided in this statement, or prior to any deliberation or vote on a matter involving the potential conflict of interest, whichever occurs first.

Print Name: \_\_\_\_\_

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