

# **Arts For Life**

## Conflict of Interest Policy

### **Article I -- Purpose**

The purpose of this Board conflict of interest policy is to protect ARTS FOR LIFE's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer, director or employee of ARTS FOR LIFE or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

### **Article II -- Definitions**

1. **Interested person** -- Any director, principal officer, member of a committee with governing board delegated powers, or employee who has a direct or indirect financial interest is an interested person.
2. **Financial interest** -- A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a. An ownership or investment interest in any entity with which ARTS FOR LIFE has a transaction or arrangement,
  - b. A compensation arrangement with ARTS FOR LIFE or with any entity or individual with which ARTS FOR LIFE has a transaction or arrangement, or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which ARTS FOR LIFE is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or Executive Committee decides that a conflict of interest exists, in accordance with this policy.

### **Article III -- Procedures**

1. **Duty to Disclose** -- In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board or Executive Committee.
2. **Regarding State Funds**
  - a. Further, board members and employees shall not vote on nor participate in the solicitation, negotiation, formation, award, arbitration, modification, or settlement of any contract or grant involving any State funds or any dispute arising under such contract or grant when the board member or management employee stands to benefit, either directly or indirectly, from such contract or grant.
  - b. A board member or management employee is not deemed to benefit directly or indirectly from a contract or grant if he or she receives only the salary or stipend due to him or her in the normal course of employment with or service to ARTS FOR LIFE.
3. **Determining Whether a Conflict of Interest Exists** -- After disclosure of the financial interest and all material facts, and after any discussion with the interested person, they shall leave the Board or Executive Committee meeting while the determination of a conflict of interest is discussed and voted

upon. The remaining Board or Executive Committee members shall decide if a conflict of interest exists.

#### **4. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the Board or Executive Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The Chairperson of the Board or Executive 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 Executive Committee shall determine whether ARTS FOR LIFE can obtain with reasonable efforts a more advantageous transaction or arrangement 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 reasonably possible under circumstances not producing a conflict of interest, the Board or Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in ARTS FOR LIFE's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

#### **5. Violations of the Conflicts of Interest Policy**

- a. If the Board or Executive Committee has reasonable cause to believe a member or employee has failed to disclose actual or possible conflicts of interest, it shall inform the member or employee of the basis for such belief and afford the member or employee an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's or employee's response and after making further investigation as warranted by the circumstances, the Board or Executive Committee determines the member or employee has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action - up to and including dismissal.

### **Article IV – Records of Proceedings**

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, any action taken to determine whether a conflict of interest was present, and the Board's or Executive 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 with the proceedings.

### **Article V – Compensation**

1. A voting member of the Board who receives compensation, directly or indirectly, from ARTS FOR LIFE for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ARTS FOR LIFE for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ARTS FOR LIFE, either

individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Article VI – Annual Statements**

Each director, principal officer, member of a committee with Board delegated powers, and employee shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands ARTS FOR LIFE is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

**Article VII – Periodic Reviews**

To ensure ARTS FOR LIFE operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to ARTS FOR LIFE's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement or impermissible private benefit or in an excess benefit transaction.

**Article VIII – Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, ARTS FOR LIFE may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

**Signature** \_\_\_\_\_

**Name** \_\_\_\_\_

**DATE** \_\_\_\_\_