

## **Conflict of Interest Policy Statement**

Show Hope Conflict of Interest Policy

As copied from the Show Hope By Laws (pg. 23-24)

Section 9.08 Conflict of Interests Policy.

All trustees, officers, agents, and employees of this organization shall disclose all real or apparent conflict of interest that they discover or that have been brought to their attention in connection with this organization's activities.

A "conflict of interest" occurs where a person is responsible for promoting the interest of the ministry at the same time he or she is involved in a competing personal interest (financial, business or personal).

"Disclosure" shall mean providing properly, to the appropriate person, a written description of the facts comprising the real or apparent conflict of interest. An annual disclosure statement shall be circulated to trustees, officers, and certain identified agents and employees to assist them in considering such disclosures, but disclosure is appropriate and required whenever conflicts of interest may occur. The written notices of disclosures shall be filed with the Chief Executive Officer or such other person designated by the Chief Executive Officer to receive such notifications. At the meeting of the top governing body, all disclosures of real or apparent conflict of interest shall be noted for the record in the minutes.

The Chief Executive Officer shall ensure that all trustees, officers, agents, employees, and independent contractors of the organization are made aware of the organization's policy with respect to conflicts of interest.

If the Board of Directors considers entering into any transaction or arrangement with a corporation, entity or individual in which a Director has an interest:

A. the interested Director must disclose the potential conflict of interest to the Board of Directors;

B. the Board of Directors may ask the interested Director to leave the meeting during discussion of the matter that gives rise to the potential conflict;

C. the interested Director will not vote on the matter that gives rise to the potential conflict;

D. the Board of Directors must approve the transaction or arrangement by a majority vote of the Directors present at a meeting that has a quorum, not including the vote of the interested Director; and

E. the minutes of the meeting of the Board of Directors must state which Directors were present for the discussion and vote, the content of the discussion, and any roll call of the vote.

In addition, if a Director has any interest in a transaction or arrangement that might involve personal financial gain or loss for the Director, in addition to the provisions described above:

F. if appropriate, the Board of Directors may appoint a non-interested person or committee to investigate alternatives to the proposed transaction or arrangement;

G. in order to approve the transaction, the Board of Directors must first find, by a majority vote of the Directors then in office, without counting the vote of the interested Director, that the proposed transaction or arrangement is in the organization's best interest and for its own benefit; the proposed transaction is fair and reasonable to the organization; and, after reasonable investigation, the Board of Directors has determined that the organization cannot obtain a more advantageous transaction or arrangement with reasonable efforts under the circumstances;

H. the interested Director will not be present for the discussion or vote regarding the transaction or arrangements; and

I. the transaction or arrangement must be approved by a majority vote of the Directors, not including interested Directors.