

The Connection Commission

Conflict of Interest Policy

BG-P1

ARTICLE I

Purpose

The purpose of this Conflict of Interest Policy is to protect the interests of The Connection Commission when the organization is considering a transaction or arrangement that might benefit the private interest of a director, officer, committee member, or other person in a position of authority, and to ensure compliance with applicable federal and state nonprofit law. This policy supplements, and does not replace, any applicable laws governing conflicts of interest.

ARTICLE II

Definitions

1. Interested Person

Any director, officer, or member of a committee with board-delegated powers who has a direct or indirect financial interest, as defined below.

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 the organization has a transaction or arrangement
- b.** A compensation arrangement with the organization, or with any entity or individual with which the organization has a transaction or arrangement
- c.** A potential ownership, investment, or compensation interest in, or arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement

3. Family

Family includes spouse, domestic partner, parent, child, sibling, grandparent, grandchild, in-laws, and any person sharing a household.

ARTICLE III

Duty to Disclose

An interested person must disclose the existence of any actual or potential conflict of interest and all material facts to the Board of Directors or relevant committee prior to consideration of the transaction or arrangement.

Disclosure may be made verbally or in writing, including by electronic transmission.

ARTICLE IV

Determination of Conflict of Interest

After disclosure of the financial interest and all material facts, the interested person shall leave the meeting or electronic discussion during deliberation and voting on the matter.

The remaining disinterested directors or committee members shall determine whether a conflict of interest exists.

ARTICLE V

Procedures for Addressing a Conflict of Interest

If a conflict of interest is determined to exist, the Board or committee shall:

1. Appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
2. Determine whether the organization can obtain a more advantageous transaction or arrangement that would not give rise to a conflict of interest.
3. If no such alternative is reasonably available, approve the transaction only if it is determined to be in the organization's best interest, fair, and reasonable.

Approval requires a majority vote of disinterested directors.

ARTICLE VI

Violations of the Policy

If the Board or committee has reasonable cause to believe that an interested person has failed to disclose a conflict of interest, it shall inform the person of the basis for the belief and allow an opportunity for explanation.

If the failure is confirmed, the Board shall take appropriate corrective action, which may include recusal, reversal of the transaction, or removal from position, consistent with applicable law and the bylaws.

ARTICLE VII

Records of Proceedings

Minutes of Board and committee meetings shall document:

1. The names of persons disclosing or found to have a financial interest
2. The nature of the interest
3. Actions taken to determine whether a conflict existed
4. Decisions regarding approval or rejection
5. Recusals and votes

Electronic minutes are official records.

ARTICLE VIII

Compensation

No director shall receive compensation for service as a director.

A director, officer, or committee member who receives compensation from the organization for services outside board service is prohibited from voting on matters related to that compensation.

If a conflict of interest exists, interested individuals are prohibited from voting on the compensation of the other interested individuals.

ARTICLE IX

Annual Disclosure Statements

Each director and officer shall annually affirm, in writing or electronically, that they:

1. Have received and reviewed this Conflict of Interest Policy
2. Understand the policy
3. Agree to comply with the policy
4. Understand that The Connection Commission is charitable and must operate primarily to further its exempt purposes

ARTICLE X

Periodic Review

The Board shall periodically review:

1. Compensation arrangements and benefits
2. Transactions involving insiders or related parties
3. Partnerships and joint ventures

The purpose of such review is to ensure consistency with charitable purposes and avoidance of impermissible private benefit.

ARTICLE XI

Use of Outside Experts

The Board may use outside legal, financial, or other experts when conducting reviews under this policy. Use of such experts does not relieve the Board of its responsibility for decision-making.

ADOPTION

This Conflict of Interest Policy shall be adopted by resolution of the Board of Directors and maintained as an official corporate record.