



SHORELINE LAKE FOREST PARK ARTS COUNCIL

CONFLICT OF INTEREST POLICY

#01-2019

Adopted 12-10-19

I. Purpose

The Shoreline Lake Forest Park Arts Council encourages the active involvement of its directors, officers, and employees in the community. In order to deal openly and fairly with actual and potential conflicts of interest that may arise as a consequence of this involvement, the Shoreline Lake Forest Park Arts Council adopts the following Conflict of Interest Policy.

II. Policy

Directors, officers, and employees are expected to use good judgment, to adhere to high ethical standards, and to conduct their affairs in such a manner as to avoid any actual or potential conflict between the personal interests of a director or employee and those of the Shoreline Lake Forest Park Arts Council. A conflict of interest exists when the loyalties or actions of a director, officer, or employee are divided between the interests of the Shoreline Lake Forest Park Arts Council and the interest of the director, officer, or employee. Both the fact and the appearance of a conflict of interest should be avoided.

III. Definitions

Affiliated, affiliation includes all direct and indirect financial interests between a director, officer, or employee and a person with whom the Shoreline Lake Forest Park Arts Council is considering entering into any transaction. It also includes any other interest that may influence the judgment of a director, officer or employee. An objective test is applied to determine whether an affiliation exists between the director or employee and the other person: whether the involvement or relationship of the director, officer, or employee with the other person is such that it reduces the likelihood that the director, officer, or employee can act in the best interests of The Shoreline Lake Forest Park Arts Council.

Person means any individual, trust, estate, partnership, association, company or corporation.

Substantial influence over the Shoreline Lake Forest Park Arts Council. The following persons are deemed to have substantial influence over the Shoreline Lake Forest Park Arts Council: the Executive Director, each member of the Board of Directors, and the officers of

the Shoreline Lake Forest Park Arts Council. The known affiliations of close family members of each such person and that person's spouse, as well as the known affiliations of any entity for which that person or that person's spouse hold more than a 35% ownership are deemed to be affiliated with the person. For purposes of this provision, "close family member" means parents, grandparents, children, grandchildren, brothers, or sisters.

IV. Procedures

A. Duty to Disclose

Each employee shall disclose to the Executive Director all material facts regarding the affiliation of such employee with any person with whom the Shoreline Lake Forest Park Arts Council is considering entering a transaction. The employee shall make that disclosure promptly upon learning of the link between that person and transaction.

The Executive Director and any other person with substantial influence over the Shoreline Lake Forest Park Arts Council shall disclose to the Board of Directors all material facts regarding his or her affiliation with any person with whom the Shoreline Lake Forest Park Arts Council is considering entering a transaction. The Executive Director or other person with substantial influence shall make that disclosure promptly upon learning of the link between that person and the transaction. If there is a question as to whether the employee has substantial influence over the Shoreline Lake Forest Park Arts Council, the Executive Director shall present this issue to the Board of Directors, and the Board shall resolve the matter.

At any meeting of the Board of Directors at which a transaction involving an affiliated person will be considered, a director shall disclose to the members of the Board all material facts regarding the director's affiliation with any person with whom the Board is considering entering into any transaction.

B. Determining Whether a Conflict of Interest Exists

With regard to an employee without substantial influence over the Shoreline Lake Forest Park Arts Council, the Executive Director shall determine whether a conflict of interest exists.

With regard to the Executive Director or other person with substantial influence over the Shoreline Lake Forest Park Arts Council, the Board shall determine if a conflict of interest exists.

After an affiliation disclosure by a director at a Board meeting, the director shall leave the meeting while the implications of the affiliation are considered and voted upon. The remaining Board members shall determine if a conflict of interest exists.

C. Consequences of the Existence of a Conflict of Interest

With regard to an employee without substantial influence over the Shoreline Lake Forest Park Arts Council, the Executive Director shall decide the appropriate response by the Shoreline Lake Forest Park Arts Council once a conflict of interest has been determined to exist. An employee may appeal any adverse determination to the Board.

With regard to the Executive Director or a person with substantial influence over the Shoreline Lake Forest Park Arts Council, the Board shall follow the procedures set forth in Article V in order to decide whether to enter into the transaction and, if so, to ensure that the terms of the transaction are reasonable.

In the case of a director, if it is determined that a conflict of interest exists, the director shall leave the meeting while the transaction is discussed and shall not vote on it. The remaining directors shall follow the procedures set forth in Article V in order to decide whether to enter into the transaction and, if so, to ensure that the terms of the transaction are reasonable.

V: Findings of the Board

If the Board of Directors determines that a person with substantial influence over the Shoreline Lake Forest Park Arts Council has a conflict of interest with regard to a transaction of the Shoreline Lake Forest Park Arts Council, the Shoreline Lake Forest Park Arts Council may engage in the transaction only if the following conditions are met prior to the transaction:

- A. Such person shall disclose to the Board all material facts concerning the person's affiliation with the transaction.
- B. The Board shall review the material facts. The transaction may be approved only if a majority of the directors, not counting the vote of such person, concludes that:
 - (1) The proposed transaction is fair and reasonable to the Shoreline Lake Forest Park Arts Council, and
 - (2) The Shoreline Lake Forest Park Arts Council proposes to engage in this transaction for its own purposes and benefits and not for the benefit of such person, and
 - (3) The proposed transaction is the most beneficial arrangement that the Shoreline Lake Forest Park Arts Council could obtain in the circumstances with reasonable efforts.

The minutes of any meeting at which such a decision is taken shall record the nature of the affiliation and the material facts disclosed by such person and reviewed by the Board.

VI: Annual Statements

Each person who is deemed to have substantial influence over the Shoreline Lake Forest Park Arts Council shall sign an Annual Disclosure Statement which affirms that the person has received a copy of this Conflict of Interest Policy, has read and understood the Policy, and has agreed to comply with the Policy, and discloses any direct or indirect affiliations. This statement must be signed at the time the person assumes a position of substantial influence and at least annually thereafter.

Annual Disclosure Statements shall be submitted to the Secretary of the Shoreline Lake Forest Park Arts Council at or prior to the first meeting of the Board of Directors each year and filed with the minutes of that meeting.

VII: Remedies

Any director who fails to comply with this Conflict of Interest Policy may, in the discretion of the Board of Directors, be censured or be removed from the Board. If an employee who is deemed to have substantial influence over the Shoreline Lake Forest Park Arts Council fails to comply with this Conflict of Interest Policy, he or she may be put on notice or terminated, in the discretion of the Board of Directors. Any other employee who fails to comply with this Conflict of Interest Policy may be put on notice or terminated, in the discretion of the Executive Director.

VIII: Periodic Reviews

To ensure that the Shoreline Lake Forest Park Arts Council operates in a manner consistent with its charitable purposes and its status as an organization exempt from federal income tax, the Board shall authorize and oversee a periodic review of the administration of this Conflict of Interest Policy. The review may be written or oral. The review shall consider the level of compliance with the Policy, the continuing suitability of the Policy, and whether the Policy should be modified and improved.

ANNUAL AFFIRMATION AND DISCLOSURE STATEMENT

SHORELINE LAKE FOREST PARK ARTS COUNCIL

The Conflict of Interest Policy of the Shoreline Lake Forest Park Arts Council requires an annual affirmation that you have received, read, understand, and agree to comply with the Conflict of Interest Policy. In addition, the Policy requires that you annually disclose (1) your affiliations with any organization with which the Shoreline Lake Forest Park Arts Council may have a financial relationship and (2) persons with whom you have a close relationship (such as a family member or close companion) who are affiliated with any organization with which the Shoreline Lake Forest Park Arts Council may have a financial relationship.

Please sign this Statement indicating your affirmation as described above. Please disclose, in addition, any applicable affiliations known to you.

Please return this Statement to the Executive Director of the Shoreline Lake Forest Park Arts Council by January 31.

Your name: _____ Date: _____

Business/Organization	Nature of Relationship	Dates of Relationship
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Reviewed by: _____

Date: _____