



Conflict of Interest Policy

The Athens County Foundation is committed to the highest ethical standards in the conduct of the Foundation's affairs and the operation of its charitable programs. In furtherance of this commitment, the Foundation has adopted and maintains this *Conflict of Interest Policy* to govern the participation of its Members, Directors, Foundation Committee members, Distribution Committee members (collectively "Directors"), Officers and Staff in matters in which they may have a conflict of interest. The Directors, Officers and Staff of the Foundation bear a fiduciary duty to the Foundation. Each of them is expected to exercise his or her judgment and powers in the best interests of the Foundation over his or her individual interests when evaluating and approving grants and other transactions undertaken by the Foundation.

1. Procedures for the Consideration of Grants and Other Transactions Involving Potential Conflicts of Interest.

The procedures stated below shall apply to ensure that the consideration, evaluation, and approval by the Directors or a committee thereof of grants and other transactions, including program related investments, are not compromised by potential conflicts of interest.

1. **Handling Potential Conflicts of Interest.** Except as otherwise provided in this Policy for the consideration of certain grants, any Director, Officer or Staff participating in the consideration of grants or transactions undertaken or to be undertaken by the Foundation who has a potential conflict of interest, as described in Section 2, below, shall:

- a. Disclose to the Directors or committee thereof considering the grant or transaction his or her potential conflict of interest;
 - b. Present any relevant information to the group and answer any questions posed by the group, as the group determines appropriate; and
 - c. Excuse himself or herself from the meeting for the discussion and vote by the disinterested Directors or committee members on the grant, transaction, or matters related thereto.
2. **Identification of Potential Conflicts of Interest.** A Director, Officer or staff has potential conflict of interest in connection with a Foundation grant or transaction if he or she, directly or indirectly, through family, business, or investment:
- a. Is employed by or has a compensation relationship with the actual or potential grant recipient ("grant recipient") or person or entity with which the Foundation has or is negotiating a transaction;
 - b. Serves in the capacity of director, trustee, officer, member, manager, committee member, or other similar position of influence with the grant recipient or person or entity with which the Foundation has or is negotiating a transaction;
 - c. Has an actual or potential ownership or investment interest in a person or entity with which the Foundation has or is negotiating a transaction; or
 - d. Has an actual or potential ownership or investment interest that will benefit other than incidentally from the grant or transaction.

An ownership or investment interest does not include interests of two percent (2%) or less (including both direct and indirect interests) in publicly-traded entities.

3. **Special Rules for Consideration of Grants.**

a. **Procedures Applicable when Potential Conflict is Attributable to Volunteer Position or Insignificant Compensation Arrangement.**

Recognizing that the Foundation draws on individuals with significant civic and philanthropic commitment to serve as its Directors, Officers and Staff, it is unavoidable that they will have other leadership positions or engagements with organizations that may receive grants from the Foundation from time to time. Because these grants benefit the organizations that receive them and the community served by those organizations, the opportunity for direct or indirect personal gain from such grants is remote. Consequently, if the only relationship of a Director or Officer to a grant recipient is that he or she:

- (i) holds directly or indirectly, through family, a volunteer position with the grant recipient
- (ii) directly or indirectly, through family, business, or investment, is employed by or has a compensation relationship with the grant recipient resulting in remuneration totaling \$10,000 or less in any one calendar year or
- (iii) holds a direct or indirect relationship with a grant recipient that is determined by the Board Executive Committee, in its annual review of disclosure statements submitted by the Directors, Officers and Staff, not to create an opportunity for personal gain in connection with the consideration of grants by the Foundation then the Director Officer or staff shall follow the procedures identified in section I above, except that the Director, Officer or Staff shall abstain from voting on the grant or matters relating thereto but shall not be required to recuse himself or herself from the meeting for the discussion and vote.

b. **No Special Treatment for Grant Applicants.** No organization with which any Director, Officer or Staff is connected, directly or indirectly

through family, business, or investment, shall receive any special consideration whatsoever by the Foundation for such organization's grant application, and no variation in the Foundation's procedures or standards for processing grants shall be permitted for such organization.

- c. **Directors May Determine Actual Conflict.** To facilitate the administration of this Conflicts of Interest Policy, the Policy does not require that a distinction be made between potential conflicts of interest and actual conflicts of interest; however, the Directors (or a committee thereof) considering a particular grant or transaction may elect, in their sole discretion, to determine whether an actual conflict of interest by a Director, Officer or Staff exists with respect to that grant or transaction. If the Directors (or committee thereof) determine(s) that the relationship of a Director, Officer or Staff described in Section 2, above, does not constitute an actual conflict of interest with respect to a particular grant or transaction, the procedures set forth in Sections 1 and 3 need not be followed for that grant or transaction. Such a determination by the Directors (or a committee thereof) shall be absolute.
- 4. **Standard for Approval of Transactions Involving Potential Conflict.** In the case of transactions involving a potential conflict of interest, disinterested Directors or committee members shall determine, based on all the facts and circumstances presented, and by majority vote of the disinterested Directors or committee members present, whether to enter into the transaction or approve the transaction related matter based on whether it is:
 - a. In the best interests of the Foundation and for the Foundation's own benefit; and
 - b. Fair and reasonable to the Foundation.

2. General Procedures.

1. **Record of Proceedings.** Proper records of Board of Directors, Foundation Committee, Distribution Committee, and other committee and subcommittee proceedings shall be maintained to verify this Conflicts of Interest Policy has been followed.
2. **Board Executive Committee.** The Board Executive Committee shall interpret and oversee the implementation of this Conflicts of Interest Policy, review and suggest modifications to improve this Conflicts of Interest Policy from time to time, and make any determinations on behalf of the Foundation about conflicts of interest required under this Conflicts of Interest Policy or otherwise.
3. **Annual Statement.** Each Director, Officer and Staff shall submit to the Board Executive Committee an annual statement designated by the President acknowledging his or her receipt and review of this Conflicts of Interest Policy and disclosing potential conflicts of interest.
4. **Policies for Staff.** The President shall establish and maintain a policy for Foundation staff involved in making or evaluating potential or existing grants by the Foundation for the purpose of avoiding conflicts of interest or the appearance of conflicts of interest.



Please answer the following questions to the best of your knowledge. For purposes of this disclosure statement, "Family Member" means your spouse and your brothers, sisters, parents, grandparents, children, grandchildren, and their respective spouses.

Please answer the questions below for the calendar year {YEAR}-{YEAR+1}.

1. Do you, or does a Family Member, have an actual or potential ownership or investment interest in a person or entity (other than an interest of 2% or less in a publicly-traded entity) with which The Athens County Foundation has, or is negotiating, a transaction (including a program related investment)?

☐Yes ☐No
2. Do you, or does a Family Member, have an employment or other *compensation arrangement*¹ with a person or entity with which The Athens County Foundation has, or is negotiating, a transaction (including a program related investment) or to which The Athens County Foundation has recently made a grant or is contemplating making a grant?

☐Yes ☐No
3. Are you, or is a Family Member, a director, trustee, officer, member, or manager of, or in another *position of influence*² with, an entity with which The Athens County Foundation has, or is negotiating, a transaction (including a program related investment) or to which The Athens County Foundation has recently made a grant or is contemplating making a grant?

☐Yes ☐No
4. Do you, or does a Family Member, have any other potential conflict of interest to report?

¹ For question 2, of the employment or other compensation relationships listed, specifically designate those that result in the payment of remuneration of more than \$10,000.

² For question 3, of the positions listed, specifically designate those that are not volunteer positions.

☐Yes ☐No

For each 'yes" response to the questions above, please explain and list the persons or entities with which you have a direct or indirect relationship.

<u>Name</u>	<u>Relationship with you</u>	<u>Position</u>

I have received a copy of and reviewed The Athens County Foundation Conflicts of Interest Policy and agree to comply with its terms. The answers to the above questions are correct to the best of my knowledge. I understand that The Athens County Foundation is a charitable organization that must engage in activities consistent with its exempt purpose to maintain its tax exempt status and remain in compliance with federal and state statutes. I also understand that I must promptly notify the Board Executive Committee of any change in my answers above or change in circumstances that would result in my having a potential conflict of interest.

Date	Printed Name	Signature
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