



Conflict of Interest Policy

A conflict of interest may exist when the interests or potential interests of any director, officer, or staff member, or that person's close relative, or any individual, group, or organization to which the person associated with SORCA has allegiance may be seen as competing with the interests of SORCA, or may impair such person's independence or loyalty to SORCA.

A conflict of interest is defined as an interest that might affect, or might reasonably appear to affect, the judgment or conduct of any director, officer, or staff member in a manner that could be adverse to the interests of SORCA. This policy is not designed to eliminate relationships and activities that may create a duality of interest, but to require the disclosure of any conflicts of interest and the recusal of any interested party from related decisions.

Examples

By way of example, the types of relationships where a conflict of interest may occur are where a director, officer, staff member, or close friend or relative of any director or officer:

- has a business or financial interest in any third party dealing with SORCA. This does not include ownership interest of less than 5 percent of outstanding securities of public corporations;
- has a business or financial interest in any third party that is of a similar nature to a business on which SORCA is deliberating;
- holds office, serves on a board, participates in management, or is employed by or volunteers with any third party dealing with SORCA or on which SORCA is deliberating;
- derives remuneration or other financial gain from a transaction involving SORCA (other than salary and benefits expressly authorized by the board);
- receives gifts or other benefits from any third party on the basis of his or her position with SORCA (other than occasional gifts valued at no more than \$100). All other gifts should be returned to the donor with the explanation that SORCA policy does not permit the acceptance of gifts. No personal gift of money should ever be accepted. Discounts offered more broadly may be considered on a case by case basis by the Board;
- engages in any outside employment or other activity that will materially encroach on such person's obligations to SORCA or that competes with SORCA's activities.

The types of relationships above are not problematic in and of themselves, or during the majority of SORCA's day-to-day business. Such relationships only become conflicts of interest that trigger the recusal obligations below when SORCA is deliberating or acting on matters that might reasonably appear to be affected by those relationships.

Use of Information

Directors, officers, and staff shall not use information received from participation in SORCA affairs, whether expressly denominated as confidential or not, for personal gain, for the purposes of a third party, or to the detriment of SORCA.

Disclosure and Recusal

Whenever any director has a conflict of interest or may have a perceived conflict of interest with SORCA, he or she shall notify the board chair of such conflict in writing.

Whenever any staff member (paid or volunteer) has a conflict of interest or may have a perceived conflict of interest with SORCA, he or she shall notify the chief executive of such conflict in writing.

When any conflict of interest is relevant to a matter that comes under consideration or requires action by the board, or a board committee, the interested person shall call it to the attention of the board chair and shall not be present during board or committee discussion or decision on the matter. However, that person shall provide the board or applicable committee with any and all relevant information on the particular matter (unless otherwise privileged) without advocating for any particular action or decision.

The minutes of the meeting of the board or its committee shall reflect that the conflict of interest was disclosed, that the interested person was not present during discussion or decision on the matter, and did not vote.

Dissemination

A copy of this conflict-of-interest policy shall be provided to each director, officer, and staff member who is presently serving this organization or who may become associated with it.

Certification

The policy and its application shall be reviewed annually for the information and guidance of directors, officers, and staff members, each of whom has a continuing responsibility to scrutinize their transactions and outside business interests and relationships for potential conflicts of interest, and make such disclosures as described in this policy.

As administered by the Executive Director, each Director will be asked to complete a certification of agreement (page 4 of this document) with the policy and disclosure of any known conflicts of interest upon his or her election or re-election to the board and annually thereafter. As administered by the employee in charge of human resources, each senior staff member will be asked to complete such a certification upon his or her employment and on an annual basis thereafter. All certifications shall be reviewed by the board as appropriate.

Process for Determining Conflict of Interest

To determine possible conflicts of interest, and take steps to avoid such conflicts affecting the ethical duties of the organizations, the SORCA board shall administer the following process:

1. As a Director begins his/her term of office they sign a conflict of interest document.
2. At the beginning of each meeting and as an agenda item, the President asks if anyone would like to disclose a conflict of interest based on the meeting's agenda.
3. At any time during a meeting a Board member may ask to review a potential conflict of interest if they believe that another board member may have a conflict.
4. If a potential conflict is identified, a preliminary discussion is facilitated by the President. The individual who may be in conflict has an opportunity to speak to the situation.
5. Once the individual has spoken it is then up to the Board to determine if there is a conflict or may be a perceived conflict of interest
6. The individual leaves the room while the Board discusses the situation. The Board then votes on a motion as to whether or not the Board member who has left the room is in a disqualifying conflict of interest (which, per the definition above, includes having any potential interests which *might reasonably appear* to affect the judgment or conduct of the person, even if such interests do not, in fact, affect the person's judgment or conduct). A majority vote determines whether the person is in a disqualifying conflict of interest.
7. The results of the motion as to whether or not the person is in a disqualifying conflict of interests are recorded in the minutes.
8. The individual, after returning, is told the decision of the Board.
9. If it is determined that there is a conflict, the individual cannot participate or vote on the subject and is not to be in the room during discussions on the subject.

Conflict Certification for SORCA

Board and Senior Staff

I have read and agree to abide by SORCA's conflict-of-interest policy. To the best of my knowledge, I have no conflicts as described in this Policy, except those noted below.

Signature

Date

Name (please print)