

Pinelands Preservation Alliance

Conflict of Interest Policy

The Pinelands Preservation Alliance (PPA) is committed to avoiding conflicts of interest or the appearance of conflicts of interest. This conflict of interest policy is designed to help trustees, officers, employees and volunteers of PPA identify situations that present potential conflicts of interest and to provide PPA with a procedure to appropriately manage potential conflicts in accordance with legal requirements and the goals of accountability and transparency in PPA's operations.

Conflicts of interest may arise in a wide variety of ways, and it is impossible to anticipate all such situations in this policy. Trustees, officers, employees and volunteers should disclose, through the procedure set out below, any situation in which any trustee, officer, employee or volunteer, or any members of their families, might stand to gain financially through PPA, or might otherwise have an interest in conflict with the welfare or mission of PPA, so that such situations can be discussed, evaluated and resolved.

It is important to recognize that there are situations where it is in the best interest of PPA to obtain paid services from individuals who are trustees, officers, or employees of PPA. Such situations present the potential for a conflict of interest if an interested trustee, officer or employee has influence over PPA's decision whether and on what terms to obtain such services. One purpose of this policy is to ensure that whenever PPA obtains such services, the interested officer, trustee or employee does not participate in the decision to obtain the services and that those making the decision are aware of the relevant facts before making such decisions.

Conflict of interest defined. A conflict of interest exists wherever a trustee, officer, employee or volunteer of PPA, or a member of their family, has a financial or other interest that is or may be in conflict with the welfare, mission or activities of PPA. Actual or potential conflicts of interest may arise, among other situations, when an individual has an interest or motive to act in a manner inconsistent with the interests of PPA in financial transactions involving the purchase or provision of services by PPA, the use of information collected or kept by PPA, or the representation of PPA in public, administrative or legal settings.

Interested person defined. In this policy, an interested person is:

- a. A trustee, officer, employee or volunteer, or a family member of any of the foregoing, who may benefit financially from a transaction with PPA for goods or services; or
- b. A trustee, officer, employee or volunteer, or a family member of any of the foregoing, who may benefit financially from a transaction between PPA and an entity of which he or she, or a family member, is a director, trustee, officer, employee, beneficiary, or other form of agent or representative.

Transactions involving interested persons. No officer, trustee or employee shall receive any direct pecuniary gain or direct personal benefit from any project, program, payment or contract of PPA, except for:

- a. Compensation and benefits paid to employees of PPA and specifically authorized by the Executive Committee of the Board of Trustees or by PPA's executive director as provided in PPA's by-laws;
- b. Compensation or benefits paid to independent contractors by PPA pursuant to contractual agreements approved by the executive director and disclosed to the Board of Trustees;
- c. Other situations which are disclosed to the Board of Trustees and approved by the disinterested members of the Executive Committee of the Board of Trustees;
- d. In any case in which the executive director has a direct or indirect financial interest in a decision that would otherwise lie within his or her authority, the relevant approval or authorization shall be made by the disinterested members of the Executive Committee of the Board of Trustees.

Use of information. Trustees, officers, employees and volunteers shall not disclose or use information belonging to or relating to the business of PPA for personal profit or advantage to themselves or others, except as authorized by this policy.

Gifts, gratuities and entertainment. Accepting gifts, entertainment or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of PPA.

Other conflicts of interest or appearance thereof. Other situations may create the *appearance of a conflict*, or present a *duality of interests* in connection with a person who has influence over the activities or finances of the nonprofit, or has information due to his or her connection with PPA that may be used for person gain or in conflict with PPA's welfare, mission or programs. All such circumstances should be disclosed according to the procedure set out below.

Procedures.

- a. Prior to board or committee action on a contract or transaction involving an interested party, the executive director, the interested person or other trustees or employees with knowledge of the situation shall disclose all material facts to the committee or board of trustees, such disclosure shall be reflected in the minutes of the meeting, and any interested person shall not participate in the discussion and/or decisions of the committee or board on the contract or transaction. In the case of any contract or transaction that is within the authority of the executive director to enter on PPA's behalf, the executive director shall report to the executive committee that the contract or transaction involves an interested party, provide the relevant facts, and take counsel from the committee on the contract or transaction.
- b. A trustee who plans not to attend a committee or board meeting at which he or she has reason to believe that the committee or board will discuss or act on a matter in which he or she is an interested person shall disclose to the chair of the meeting all facts material to

the matter. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.

- c. An interested person shall not participate in the committee's or board's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting. An interested person shall not be counted in determining the presence of a quorum for purposes of any vote on the matter.
- d. Any employee or volunteer of PPA who is an interested person, or who has a conflict of interest with respect to a contract, transaction or activity of PPA, shall disclose the relevant facts to the executive director or the chair of the board of trustees as soon as the actual or potential conflict of interest is known.
- e. In the event it is not entirely clear whether an actual or potential conflict of interest exists, the individual with the potential conflict shall disclose the circumstances to the executive director or the chair of the Board of Trustees, who shall determine whether full board discussion is warranted or whether there exists a conflict of interest that is subject to this policy.

Confidentiality. Each trustee, officer, employee and volunteer shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might be adverse to the interests of PPA.

Violations of the Conflicts of Interest Policy. If the Board of Trustees has reasonable cause to believe a trustee, officer, employee or volunteer has failed to disclose actual or possible conflicts of interest, it shall inform the trustee, officer, employee or volunteer of the basis for such belief and afford such person an opportunity to explain the alleged failure to disclose. If, after hearing the trustee, officer, employee or volunteer's response and after making further investigation as warranted by the circumstances, the Board of Trustees determines such person has failed to disclose an actual or possible conflict of interest, the Board of Trustees shall take appropriate disciplinary and corrective action.

Review of policy.

- a. On an annual basis, each trustee, officer and employee be provided with and asked to review a copy of this policy; to acknowledge in writing that he or she agrees to its requirements; and to list any relationships, positions or circumstances which would make him or her an interested person under this policy or might constitute or contribute to a conflict of interest.
- b. This policy shall be reviewed annually by the board of trustees at the Annual Meeting to consider corrections or improvements arising from experience or legal requirements.

Pinelands Preservation Alliance
Conflict of Interest Disclosure Form

Date: _____

Name: _____

Position with PPA: _____

Please describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances which render you an interested person as defined in the above policy, or which might constitute or contribute to a conflict of interest or the appearance of a conflict of interest:

1. _____

2. _____

3. _____

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Conflict of Interest Policy of PPA.

Signature: _____

Date: _____