

# Hearts In Motion

## Conflict of Interest

### Directors, Board Committee Members and Employees

#### General

Hearts In Motion (HIM) is expected to act in the public good. Decisions by Directors, Board Committee Members, and Employees are to be made solely on the basis of a desire to promote the best interests of the organization and its mission and not because of any personal interest that any Board or Committee member or employee of HIM. The Conflict of Interest Policy described below is intended to ensure that the personal interest of any HIM Person does not inappropriately affect the decisions and actions of HIM concerning transactions, investments or other matters involving HIM.

#### Scope

The following statement of policy applies to each director, member of a Board Committee, and employee of HIM. (HIM Person)

#### Policy

It is the policy of HIM that no HIM Person or their Family Members should derive any personal economic benefit, directly or indirectly, by reason of such person's membership on the Board or a Board Committee, services to the Board or the Board Committee or because of employment by HIM (except in the case of employees for reasonable compensation). Each director or member of a Committee shall disclose to the Board or the Board Committee any personal interest which he or she or any Family Members may have in any matter pending, or expected to come before the Board or Board Committee. Each employee shall disclose to the Executive Director any personal interest which he or she or any Family Member may have in any matter or transaction involving HIM.

A Board Committee includes only committees that have been delegated power of the Board or has authority to act.

### Board of Directors

#### Policy

Each Board Member shall submit an annual disclosure statement listing all organizations which will, or may be reasonably expected to engage in business transactions with HIM and in which such HIM Person or a Family Member has a Material Financial Interest or in which the HIM Person or a Family Member acts as a director, consultant, partner, trustee, officer, member of the Executive Committee or employee.

"Family Members" of an HIM Person are his or her spouse, parents, children, or grandchildren provided such persons are residing in the same home and shall also include any other individual residing in the home not otherwise described herein. Family Members shall also include the persons described above (other than an unrelated individual) living outside the home only if the HIM Person has actual knowledge of the interest or affiliation of such Family Member.

### **Administration**

Disclosure statements shall be submitted to the President of the Board of Directors, who, with the Executive Director shall be responsible for the administration of this policy.

If a disclosure shows that there is or may be a conflict of interest with respect to a pending transaction, the Board shall be so advised and the matter shall be handled as provided below. Except as necessary to effectuate this policy or where disclosure is otherwise in the best interests of the organization, the information disclosed in disclosure statements shall be held in confidence by the persons authorized to receive and act upon it.

### **Restraint on Participation**

An HIM Person who has a conflict of interest in any proposed transaction or other matter shall refrain from participating in consideration of the proposed transaction or other matter, except such individual shall provide information and interpretation as requested by the Board or Board Committee. In the case of a director or member of a Board Committee, her or she shall not vote on the matter in question and, if so requested by the Chair or any member of the Board or Board Committee, shall not be present at the time of the final discussion and/or vote.

### **Advance Determinations**

Any Director or member of a Board Committee who is uncertain about possible conflict of interest in any matter may request the Executive Committee to determine whether a possible conflict exists; the Executive Committee shall resolve the question by majority vote. If the Executive Committee or Chair deems it appropriate, the question of potential conflict may be referred to counsel for an opinion prior to the Executive Committee vote.

Policy Approved by the HIM Board of Directors on \_\_\_\_\_