



of Greater  
Indianapolis

## CONFLICT OF INTEREST POLICY

### Article I: Purpose

The purpose of the Conflict of Interest Policy is to protect the tax-exempt interest of Girls Inc. of Greater Indianapolis when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### Article II: Definitions

#### 1. Interested Person

- a. Any director, principal officer, or member of a committee with governing board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. If a person is an interested person with respect to any entity in the network of which the organization is a part, he or she is an interested person with respect to all entities in the network.

#### 2. Financial Interest

- a. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - i. an ownership or investment interest in any entity with which the organization has a transaction or arrangement;
  - ii. a compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement;
  - iii. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement
- b. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- c. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## Article III: Procedures

1. Duty To Disclose
  - a. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists
  - a. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest
  - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - b. The chair of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c. After exercising due diligence, the governing or committee shall determine whether the organization can obtain with reasonable board efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflict of Interest Policy
  - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Article IV: Records of Proceedings**

The minutes of the governing board and all committees with board-delegated powers shall contain:

- a. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed
- b. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings

#### **Article V: Compensation**

1. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
4. People who receive compensation from the organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No person, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Article VI: Annual Statements**

Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement that affirms such person

- a. has received a copy of the Conflict of Interest Policy;
- b. has read and understands the policy;
- c. has agreed to comply with the policy; and
- d. understands the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

**Article VII: Periodic Reviews**

To ensure that Girls Inc. of Greater Indianapolis operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s-length bargaining; and
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

**Article VIII: Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, Girls Inc. of Greater Indianapolis may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

\_\_\_\_\_ by initialing this statement, I acknowledge that I have read, understand, and will comply with the Girls Inc. of Greater Indianapolis Conflict of Interest Policy.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

Approved: \_\_\_\_\_

Date: \_\_\_\_\_

Policy approved by the Girls Inc. of Greater Indianapolis Board of Directors on May 26, 2022.



of Greater Indianapolis

CONFLICT OF INTEREST DISCLOSURE

Conflict of Interest Disclosure: This form is being used to disclose provision of/purchase of goods or services in situations where there might be a perception of conflict of interest.

A conflict of interest may exist when the interests or concerns of any director, officer or member of a committee, or that person's immediate family, or any party, group or organization to which that person has allegiance, may be seen as competing with the interest or concerns of Girls Inc. of Greater Indianapolis. Any real, potential or perceived conflict of interest must be disclosed accordance with the Conflict of Interest Policy.

While undertaking Girls Inc. of Greater Indianapolis work, I, (Name)\_\_\_\_\_, have contracted with [name of organization, vendor, etc.] for [describe commitment of time and resources], commencing on [date] and not to exceed [duration]. (Please indicate "N/A" or describe below.)

\_\_\_\_\_ There may be a perceived conflict of interest due to (please explain):

\_\_\_\_\_ The terms, services and/or products provided were fairly negotiated and there is no conflict of interest.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

Approved: \_\_\_\_\_

Date: \_\_\_\_\_