

# ORLEANS CONSERVATION TRUST

## Conflict of Interest Policy

Adopted August 20, 2008

1. To accomplish the Mission of the Trust, we seek to acquire lands and interests in lands, to manage those lands in their natural state to preserve plant and wildlife habitat. . .
2. The pursuit of this Mission may create situations where individuals associated with the Trust may benefit from the performance of required activities.
3. A “conflict of interest” may be defined as the presence of circumstances where a Board member, officer, employee or other service-provider or member of their family may benefit in a financial or material way from his or her relationship with the Trust other than the ordinary course of employment or other activity.
4. To resolve such conflicts, the person who will or may benefit shall have an affirmative obligation to make a complete disclosure of the financial or material benefit to be received and express a willingness to recuse himself or herself from voting in the decision-making process if he or she is a Board member.
5. The President shall appoint three Board members as a Committee to evaluate the situation and to report their recommendations as soon as possible at a regularly-scheduled Board meeting. The President shall also designate one of the three appointees as leader of the Committee.
6. The Committee must find and document in writing the facts and circumstances surrounding the potential conflict, justification for proceeding with the potential conflict and the recommended course of action to be taken to mitigate the Trust’s participation in the conflict. The individual involved, provided he or she is a Board member, may participate in Board of Trustees discussion but shall recuse him or herself from voting on the matter.
7. The Board shall approve or disapprove of the Committee’s recommendations by a 60% majority vote of eligible voters cast either in person or by written proxy. If the Committee recommends against proceeding with mitigating the potential conflict, the Board may override the Committee’s recommendations by a 60% vote. The Board’s decision shall be in the best interests of the Trust and consistent with its Mission Statement.

August 20, 2008