



## **Conflict of Interest Policy**

### **Voting by Director or Committee Members**

No member of the board or member of the committee of such board shall vote on any matter that would involve a conflict of interest.

Whenever a member of the board or member of a committee of such board has cause to believe that a matter to be voted upon would involve him or herself in a conflict or possible conflict of interest, he or she shall announce the conflict of interest and shall abstain from voting on such matters. In disclosing the existence of a conflict of interest, the individual making the disclosure should be mindful of standards of confidentiality which may apply to his or her relationships.

The question of whether an actual conflict exists shall be decided by a majority vote of the board or the committee on which the director having the conflict or possible conflict of interest is serving. Any other directors or committee members present who have already been disqualified from voting on the issue because of their own similar conflicts of interest shall be excluded from voting on the determination of the existence of any such conflict of interest.

The director or committee member having a potential conflict of interest shall not participate in the final deliberation or decision regarding the existence of an actual conflict, or when an actual conflict is found to exist, the matter under consideration. However, that person shall provide the board or committee with any and all relevant information.

### **Records on Actions upon Potential Conflicts**

The minutes of the meeting of the board or committee shall reflect that the conflict of interest was disclosed and that the interested person did not vote.

### **Raising Conflicts of Interest**

Any other person may raise a question of conflict of interest or possible conflict of interest with respect to any member of the board or member of a committee of such board present.

*Adopted 9/13/2007*