

Housatonic Valley Association, Inc.
CONFLICT OF INTEREST POLICY

In order to encourage trustworthy decision-making and prudent behavior on the part of all those associated with the Housatonic Valley Association, the board of directors hereby adopts the following policy regarding conflict of interest.

INTRODUCTION

Housatonic Valley Association's effectiveness depends upon maintaining the highest levels of credibility, confidence, and trust with the communities it serves and all parties with whom it works. It is essential to protect the organization's reputation for objectivity and fairness by identifying and appropriately dealing with actual, potential, and perceived conflicts of interest. The decisions and activities of the board of directors and staff, whether or not addressed in this policy, are governed by an overriding requirement of honesty, good faith, and fiduciary responsibility for the organization and to the communities it serves.

DEFINITION OF CONFLICT OF INTEREST

A conflict of interest exists when a covered person (as defined below) has a material financial interest in a transaction or project under consideration by the Board of Directors or a committee of the Housatonic Valley Association or when that person proposes to act on any issue, matter, or transaction in which the Housatonic Valley Association has an interest, and in which the covered person may have an interest separate from that of the Housatonic Valley Association. A conflict of interest may also exist in situations in which there is an appearance that a covered person is utilizing, for his or her own benefit, inside information that is proprietary to, is acting in his or her own interests rather than the best interests of the Housatonic Valley Association has the ability to exercise undue influence over the Housatonic Valley Association's decisions, or is receiving favorable treatment by the Housatonic Valley Association because of his or her status as a covered person.

COVERED PERSONS

This policy applies to all employees, board members, members of board or advisory committees. The policy also applies to close relatives of these persons. Board members, advisory committee members, and employees will be asked to sign an acknowledgement that they have read and agree to abide by the Housatonic Valley Association's conflict of interest policy.

GENERAL GUIDELINES

All persons shall avoid conflict of interest involving their duties to the Housatonic Valley Association and any other interest or organization to which they have a duty, or any other activity in which they are financially or otherwise interested.

It is expected that persons subject to this policy will conduct themselves under strict rules of honesty and fair dealing between themselves and the Housatonic Valley Association.

OBLIGATIONS OF COVERED PERSONS

Board members, advisory board and committee members, employees, and contractors are obliged:

1. To disclose to the board, executive director, or committee of the board on which they serve, the existence of any actual, potential, or perceived conflict of interest
2. To abstain from discussing with board members, employees, or committee members any issue, matter, or transaction in which they have an actual, potential, or perceived conflict of interest unless specifically asked by the board or a board committee to give information on the issue, matter, or transaction.
3. To absent themselves from board and committee discussions on any issue, matter or transaction involving a conflict of interest, unless requested by the board or committee to give information on the issue, matter, or transaction.
4. To abstain from voting on any such issue, matter, or transaction.

OBLIGATIONS OF THE BOARD IN CONFLICTED SITUATIONS

When a transaction, contract, or project of the Housatonic Valley Association involves an actual, potential, or perceived conflict of interest with a covered person, the board shall act as follows:

1. Approve such transaction, contract, or project only after making specific findings that:
 - (i) The transaction, contract, or project is fair and benefits the Housatonic Valley Association and its objectives; and
 - (ii) The transaction, contract, or project is approved with the board's full knowledge of its financial or other benefit to the covered person who has the conflict of interest;
 - (iii) When the covered person is a director, the director did not participate in the vote approving the transaction, contract, or project and was, in fact, absent both during the discussion of the transaction, contract, or project and when the board voted on it.
2. When warranted by the nature and magnitude of the conflict of interest, request that a conflicted member of the board of directors, advisory board, or other committee resign.
3. Action taken by the board to manage a conflict of interest shall be recorded in the board minutes or memorialized in a board resolution.

This policy adopted by the Housatonic Valley Association's board of directors on

_____ .

(date)

I have read and agree to abide by the Housatonic Valley Association's Conflict of Interest Policy.

Known conflicts at this time are:

Signature

Date